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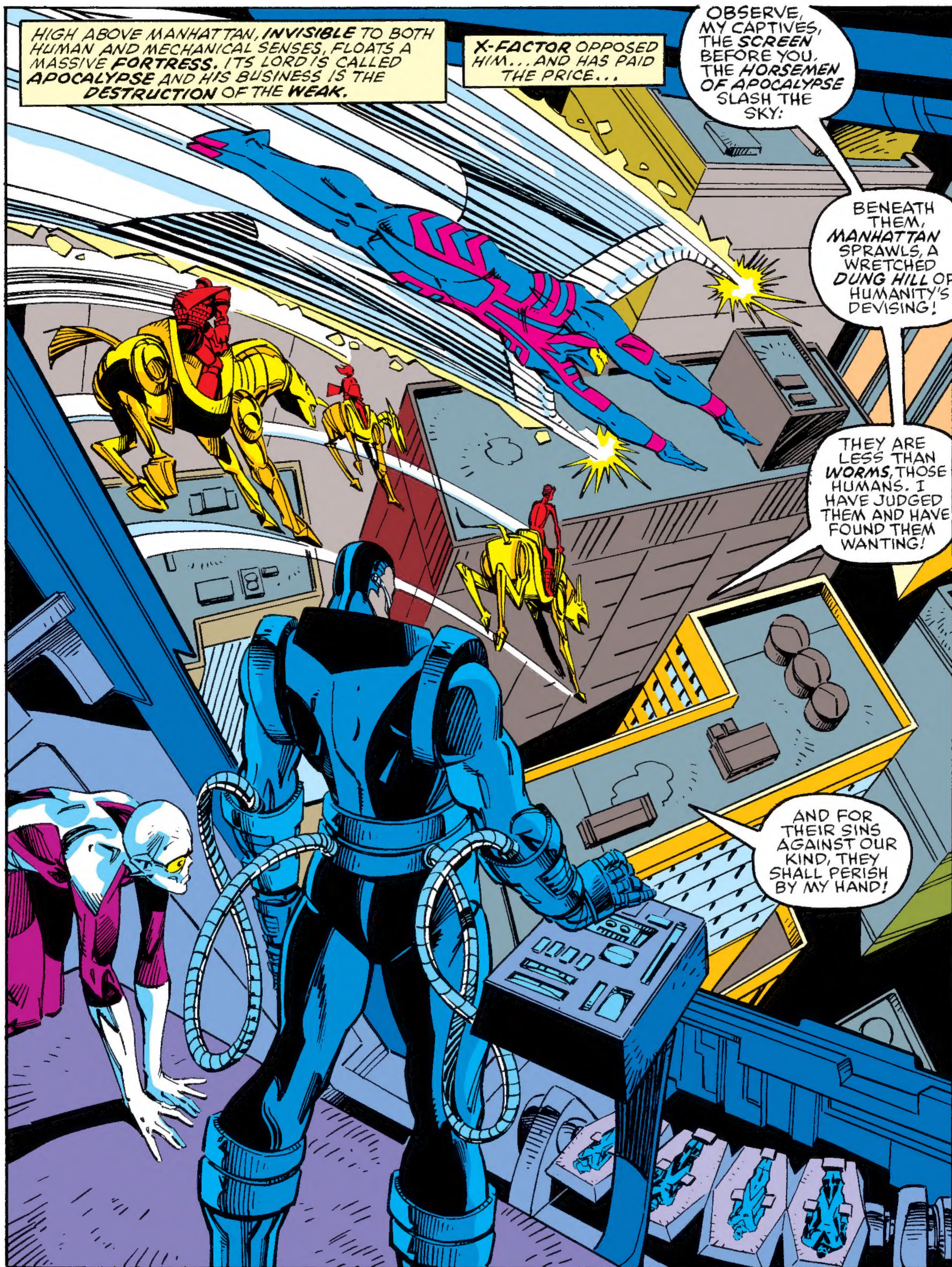


AUTHORITY

THE FALL OF THE MUTANTS

X-FACTOR





HIGH ABOVE MANHATTAN, INVISIBLE TO BOTH HUMAN AND MECHANICAL SENSES, FLOATS A MASSIVE **FORTRESS**. ITS LORD IS CALLED **APOCALYPSE** AND HIS BUSINESS IS THE **DESTRUCTION OF THE WEAK**.

X-FACTOR OPPOSED HIM... AND HAS PAID THE PRICE...

OBSERVE, MY CAPTIVES, THE **SCREEN** BEFORE YOU. THE **HORSEMEN OF APOCALYPSE** SLASH THE SKY:

BENEATH THEM, **MANHATTAN** SPRAWLS, A WRETCHED **DUNG HILL** OF HUMANITY'S DEVISING!

THEY ARE LESS THAN **WORMS**, THOSE HUMANS. I HAVE JUDGED THEM AND HAVE FOUND THEM WANTING!

AND FOR THEIR SINS AGAINST OUR KIND, THEY SHALL PERISH BY MY HAND!

LOUISE SIMONSON WRITER WALTER SIMONSON PENCILER BOB WIACEK INKER JOE ROSEN LETTERER PETRA SCOTese COLORIST BOB HARRAS EDITOR TOM DEFALCO EDITOR IN CHIEF

"THEY WILL PERISH BY WAR, BY
FAMINE AND PESTILENCE, AND
FINALLY DEATH SHALL HAVE THEM
FOR HIS OWN!"

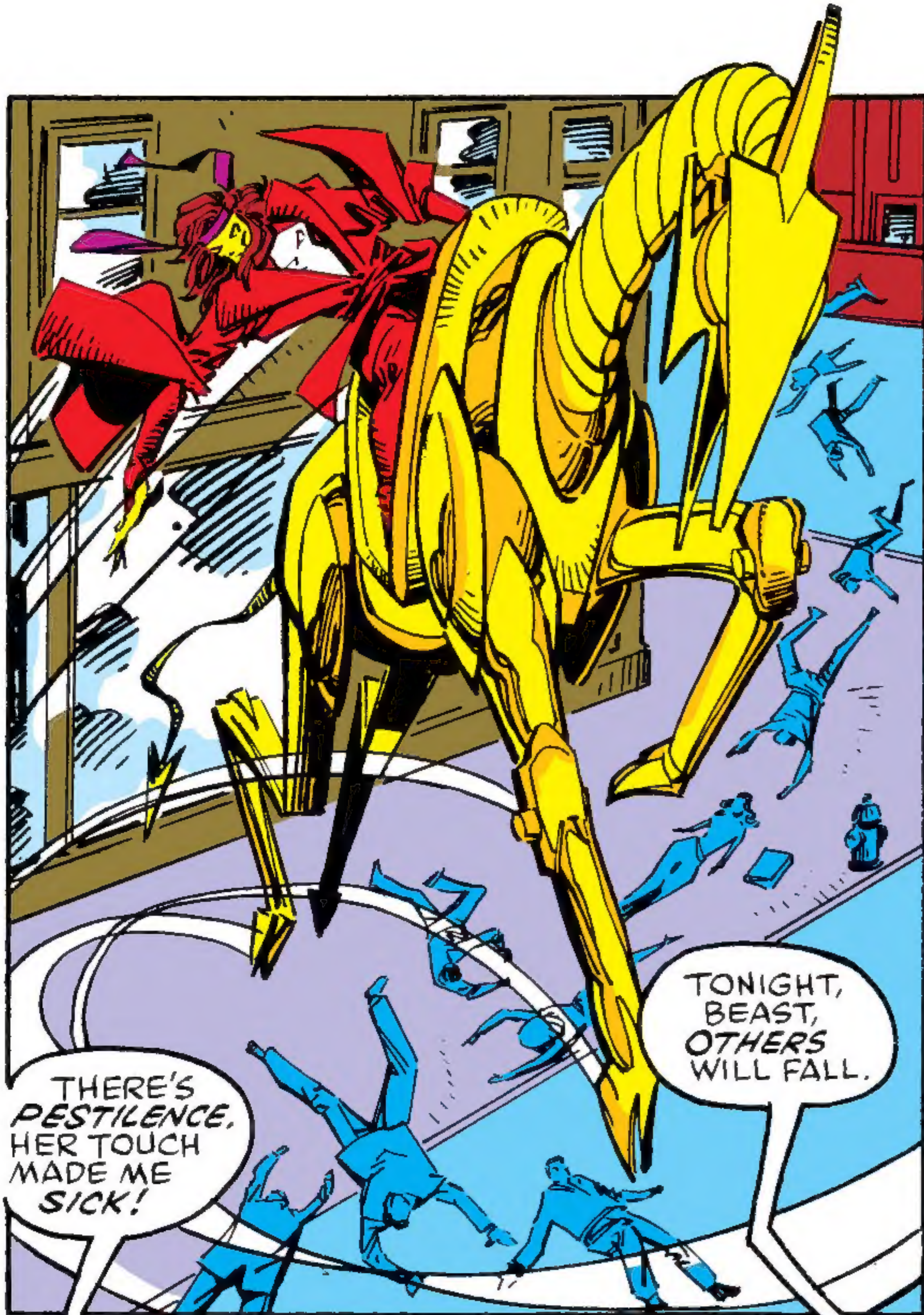
Stan Lee presents

JUDGMENT DAY!

SKREEEEEEEE!

CLAP!
BOOM!





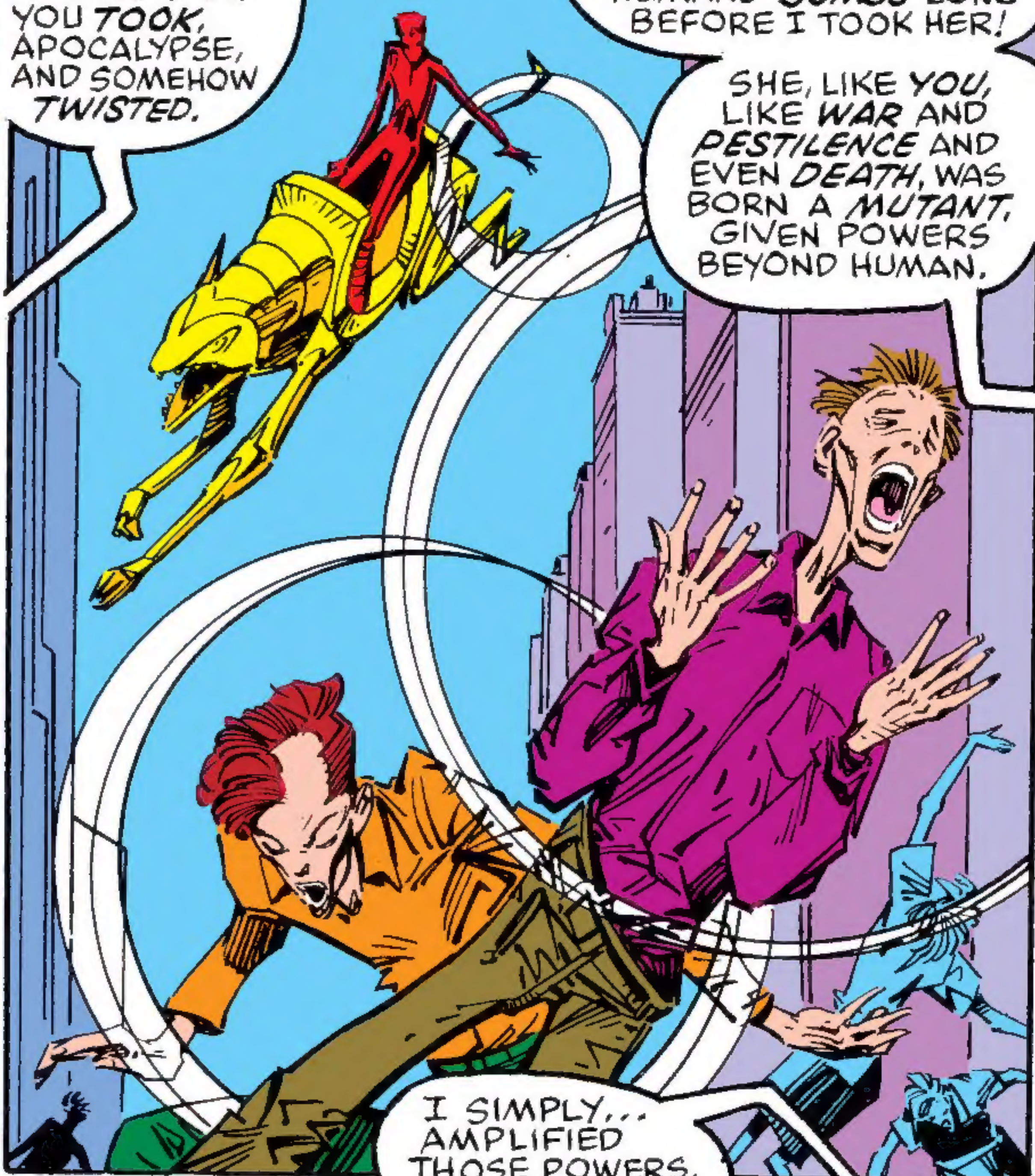
THERE'S PESTILENCE, HER TOUCH MADE ME SICK!

TONIGHT, BEAST, OTHERS WILL FALL.

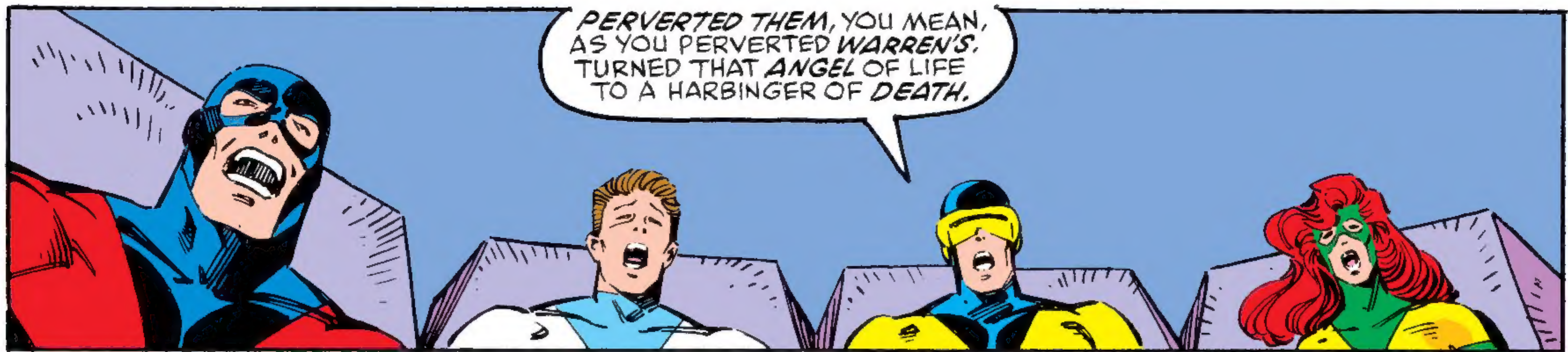
AND FAMINE... SHE'S JUST A KID... A SKINNY, SPOILED BRAT YOU TOOK, APOCALYPSE, AND SOMEHOW TWISTED.

HER GENETIC STRUCTURE WAS TWISTED BY THE RADIATION FROM THE HUMANS' BOMBS LONG BEFORE I TOOK HER!

SHE, LIKE YOU, LIKE WAR AND PESTILENCE AND EVEN DEATH, WAS BORN A MUTANT, GIVEN POWERS BEYOND HUMAN.



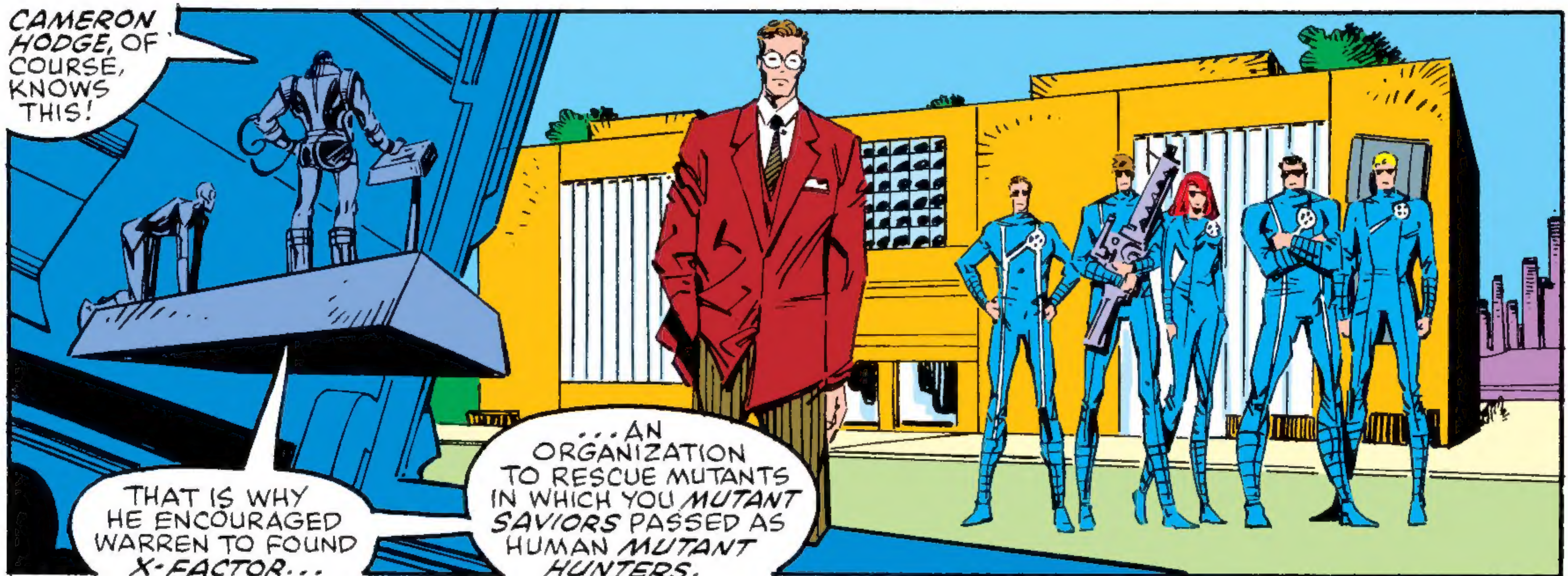
I SIMPLY... AMPLIFIED THOSE POWERS.



PERVERTED THEM, YOU MEAN, AS YOU PERVERTED WARREN'S, TURNED THAT ANGEL OF LIFE TO A HARBINGER OF DEATH.



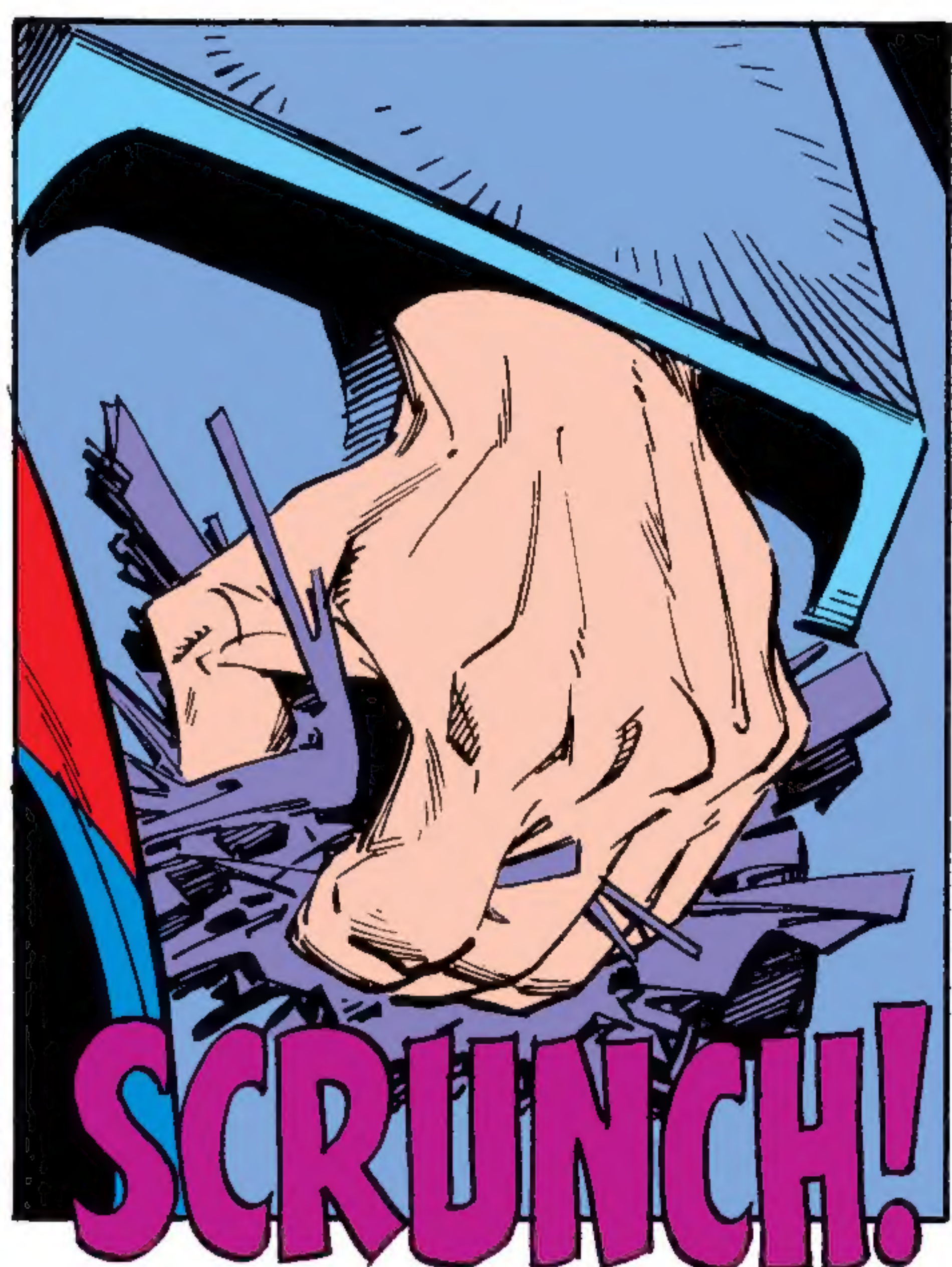
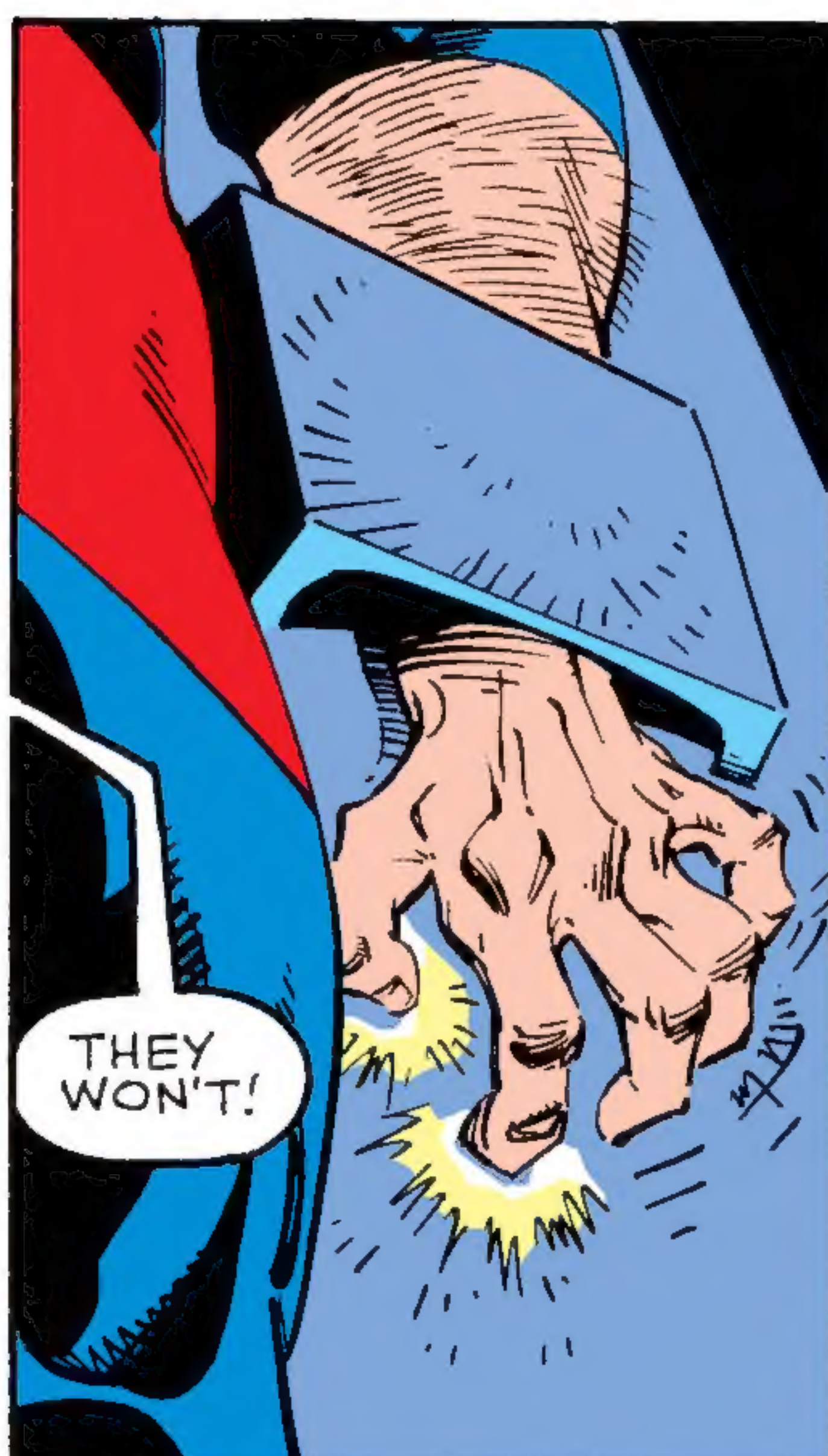
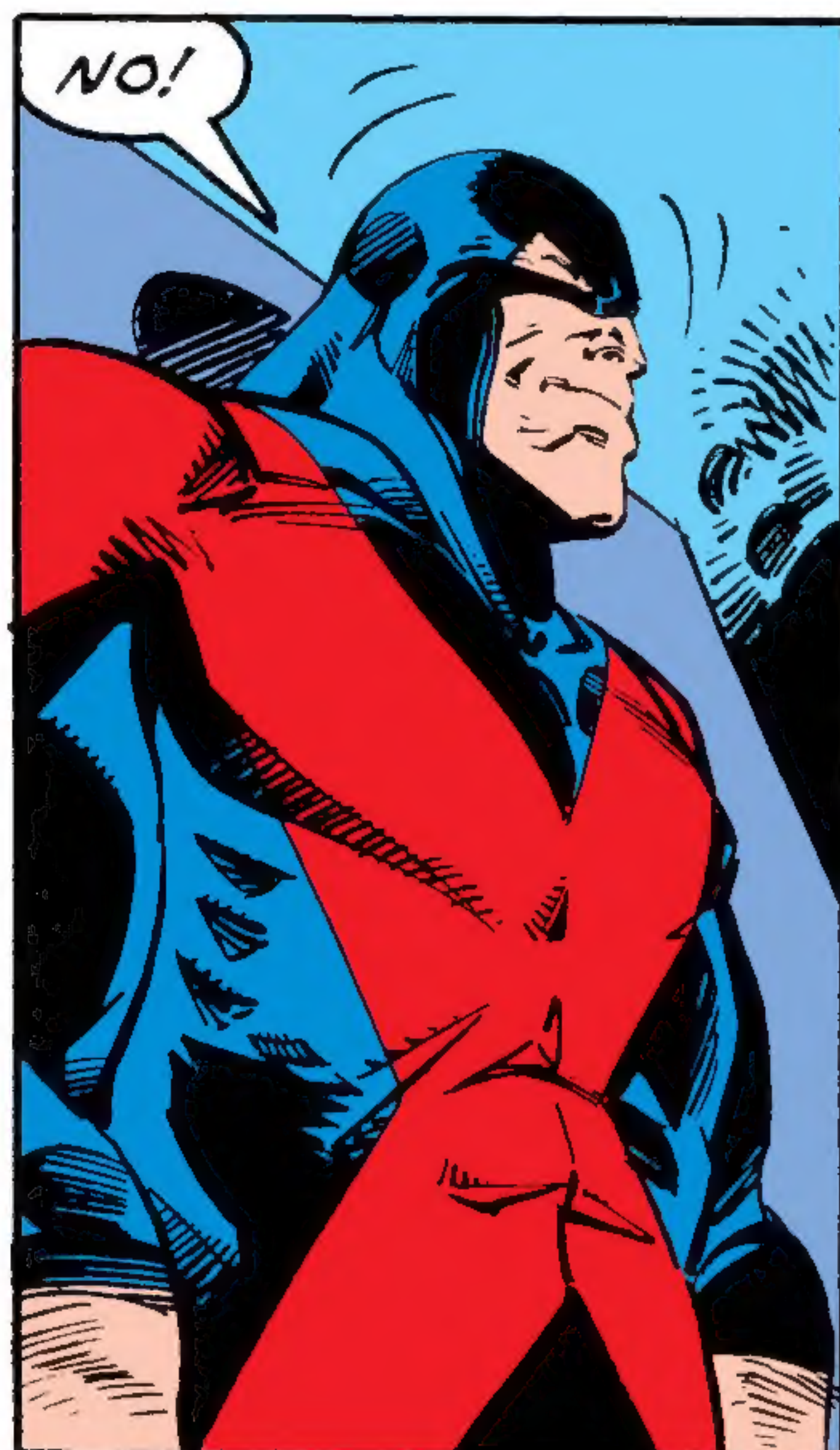
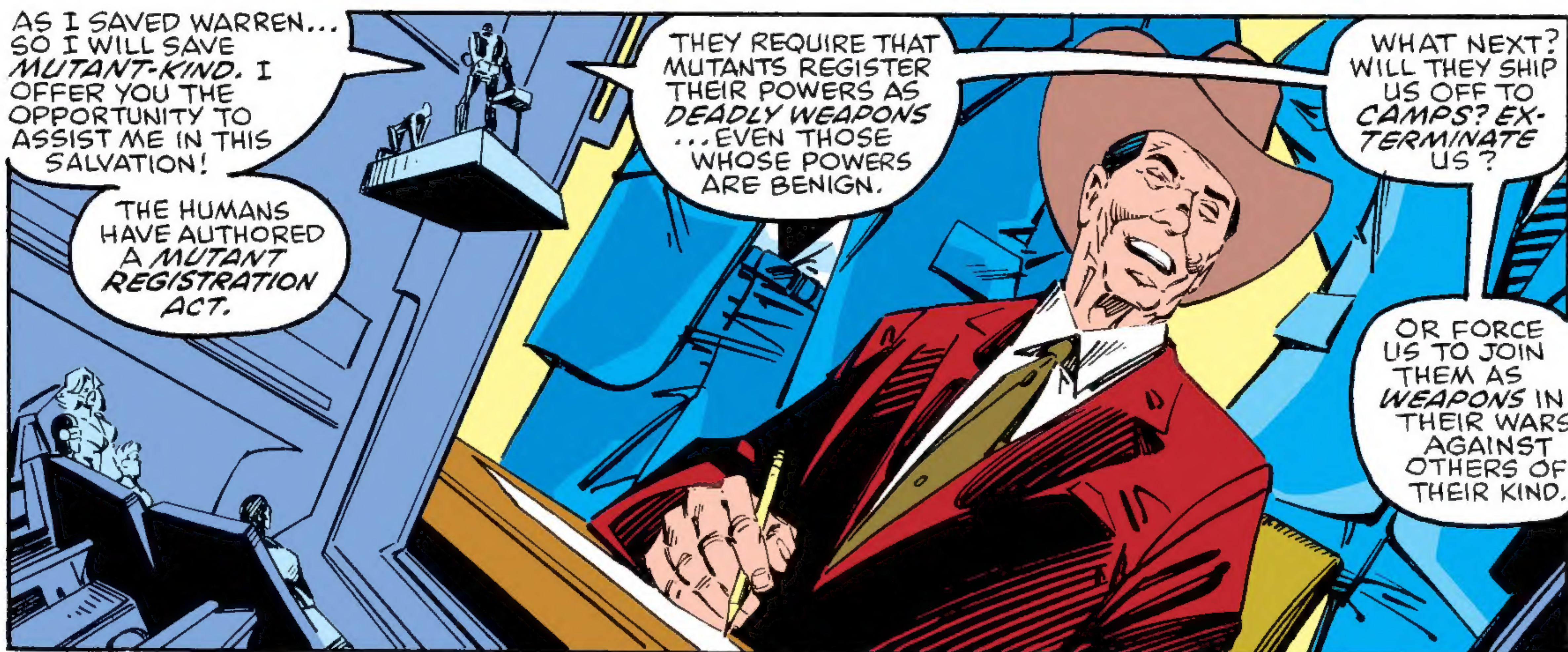
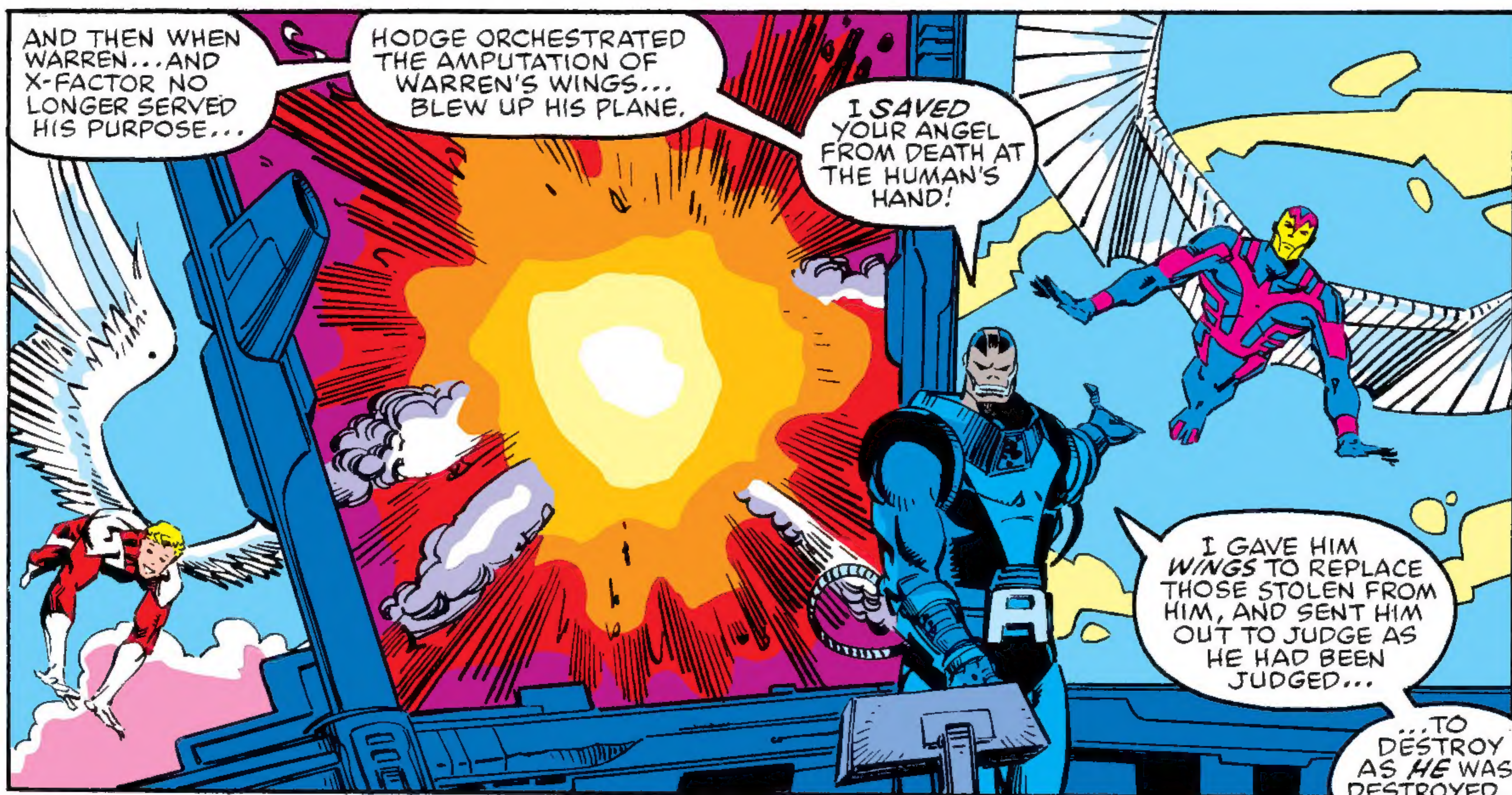
THE HUMANS DESERVE NO BETTER, THEY ARE MUTANTS' NATURAL ENEMIES. WE COMPETE FOR THE SAME WORLD...!

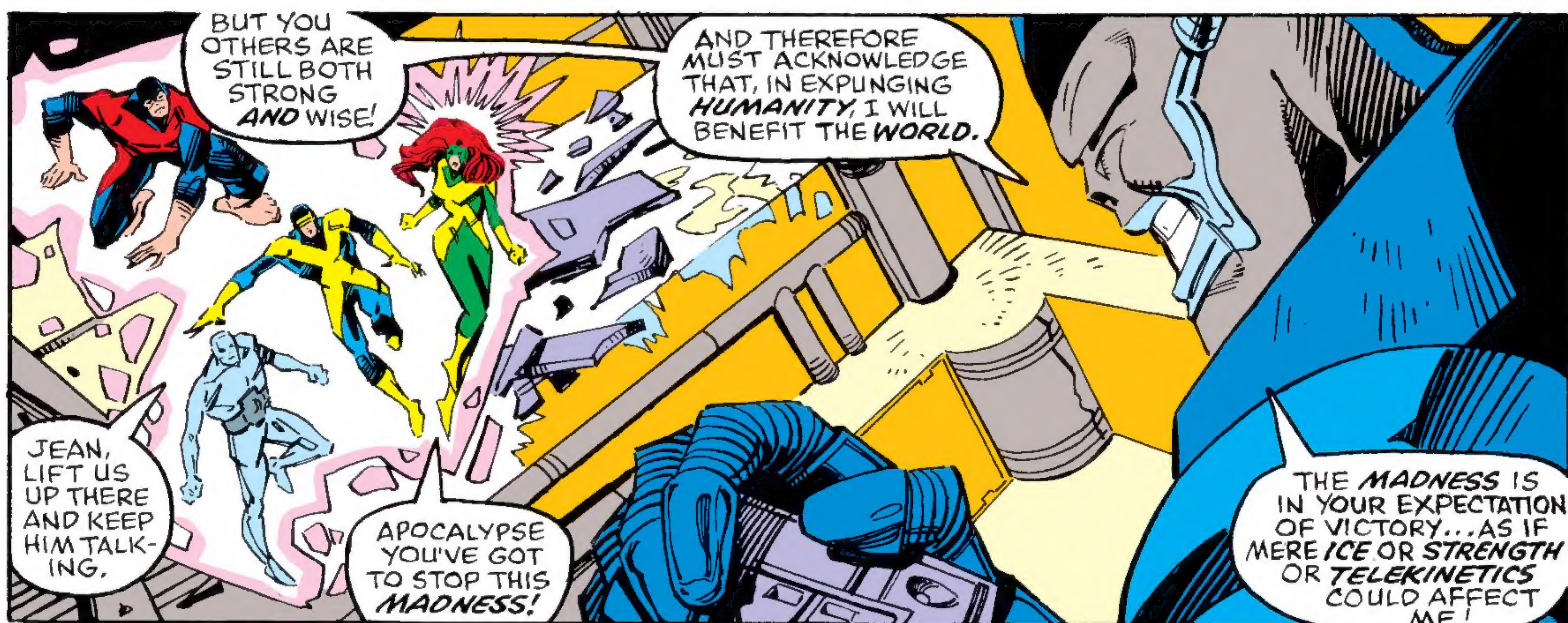
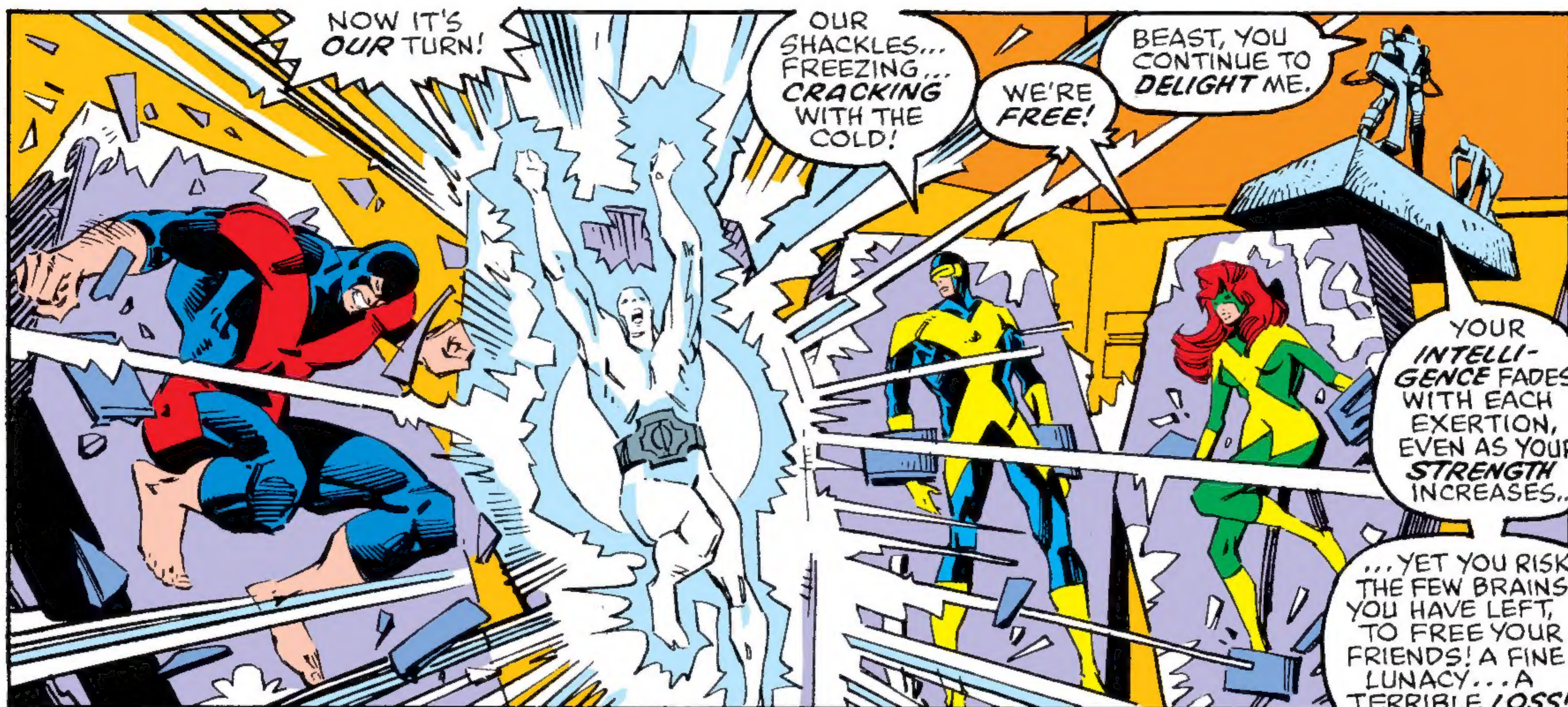
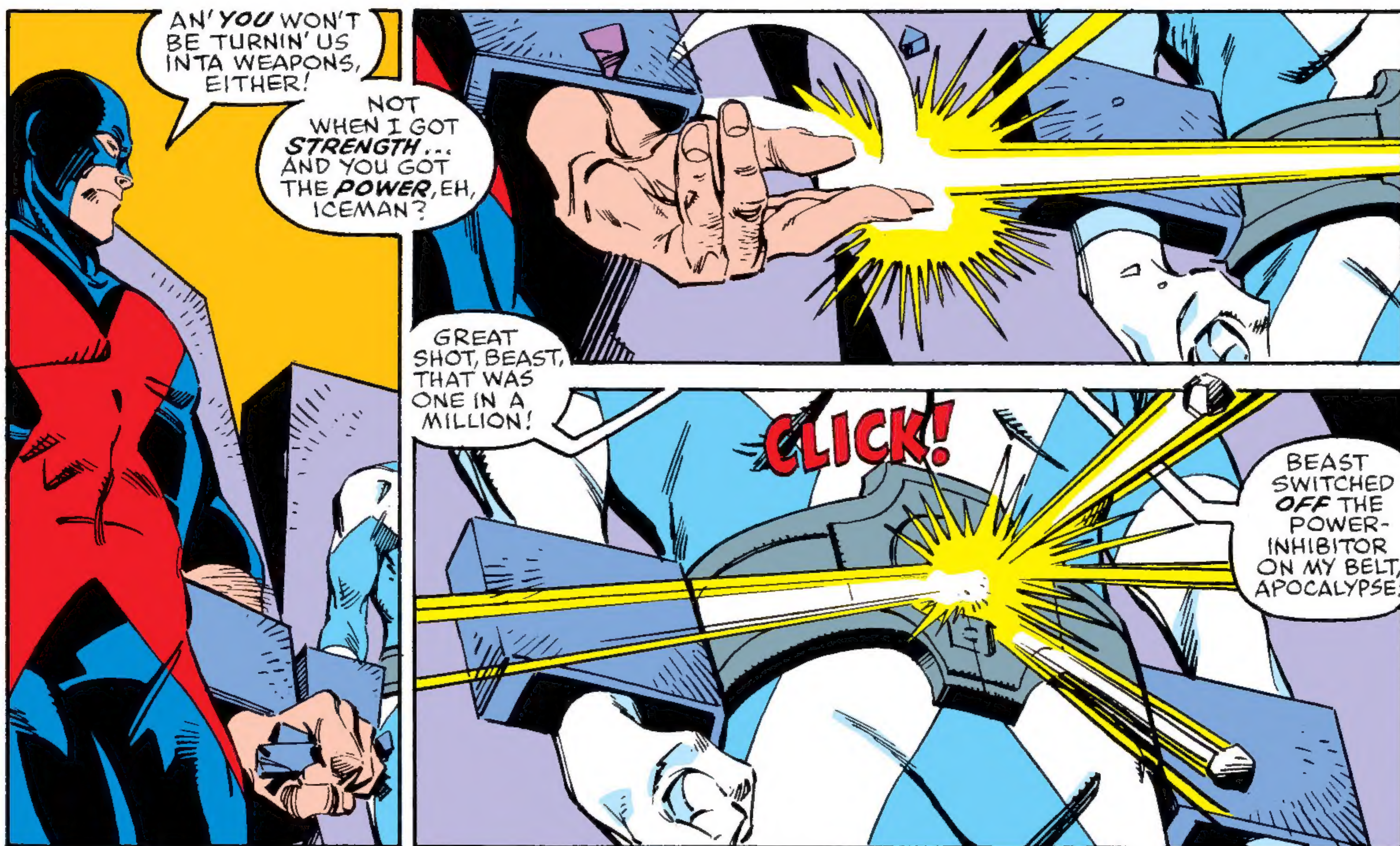


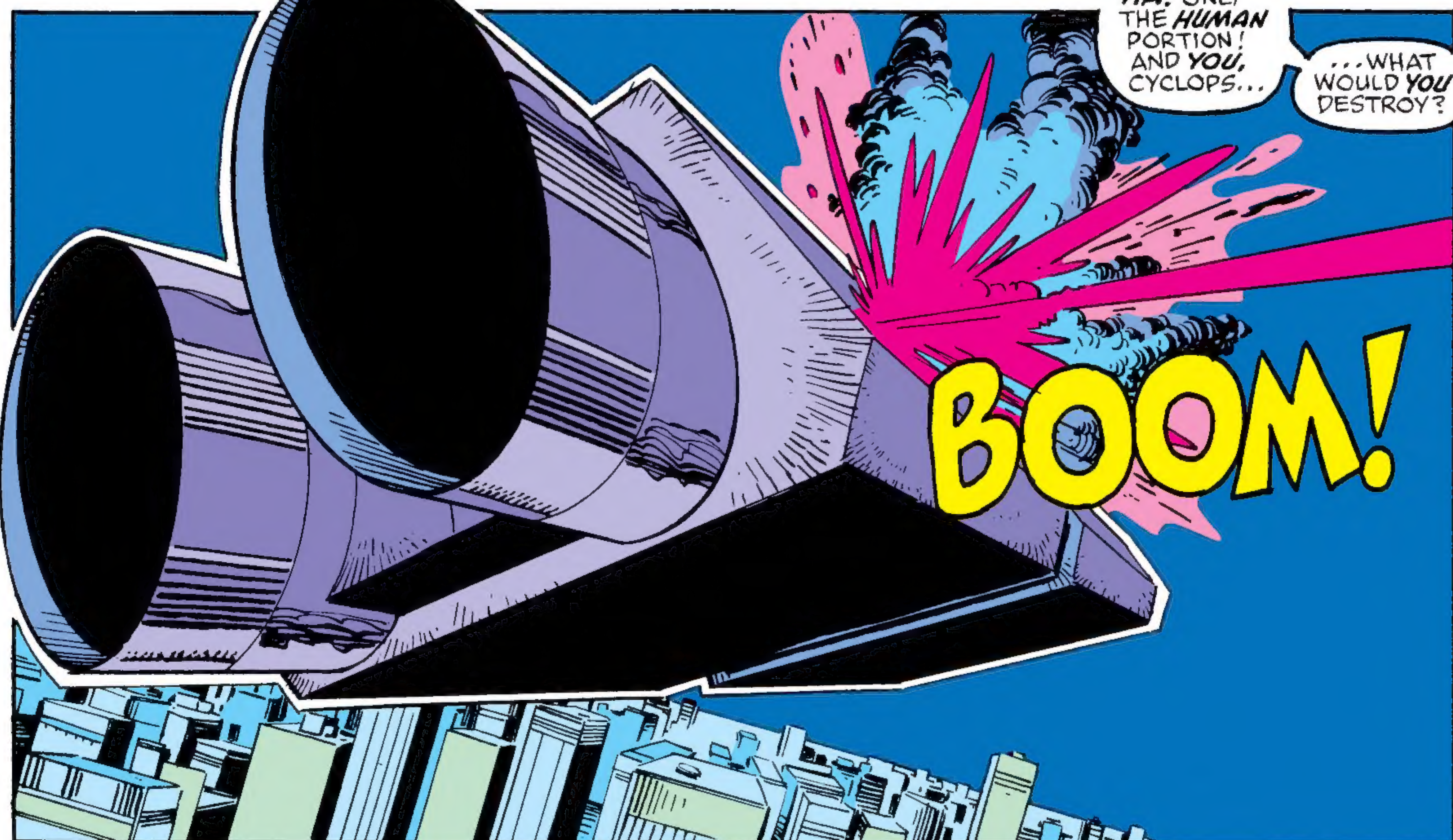
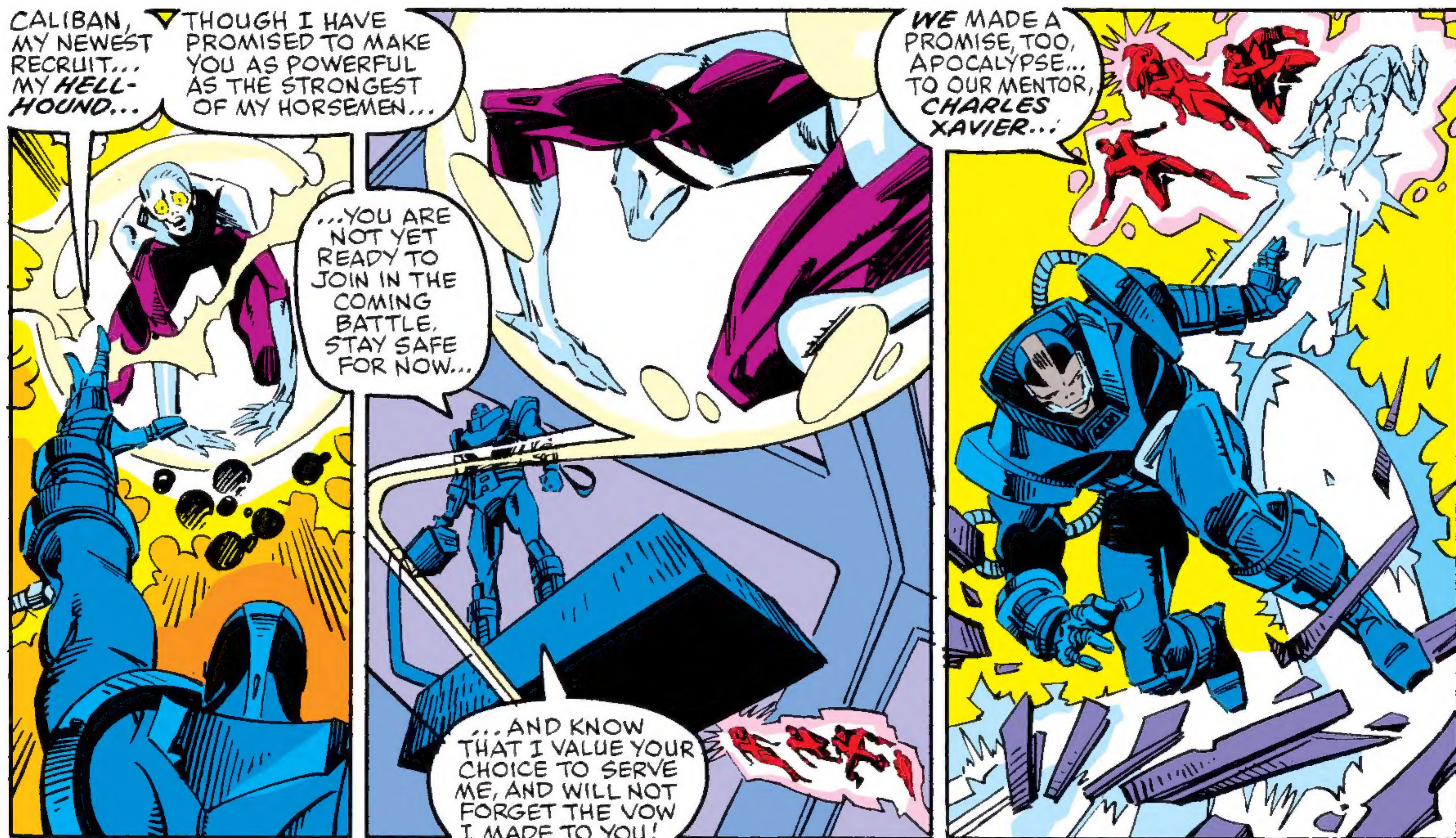
CAMERON HODGE, OF COURSE, KNOWS THIS!

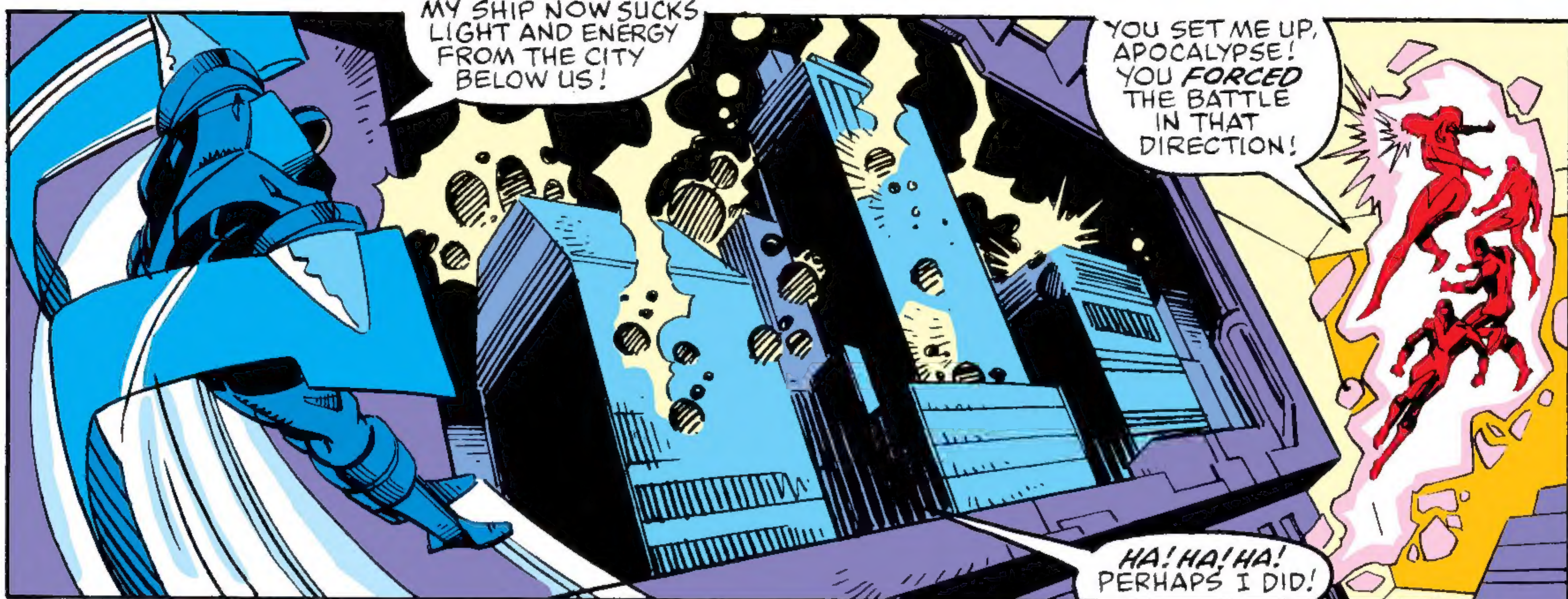
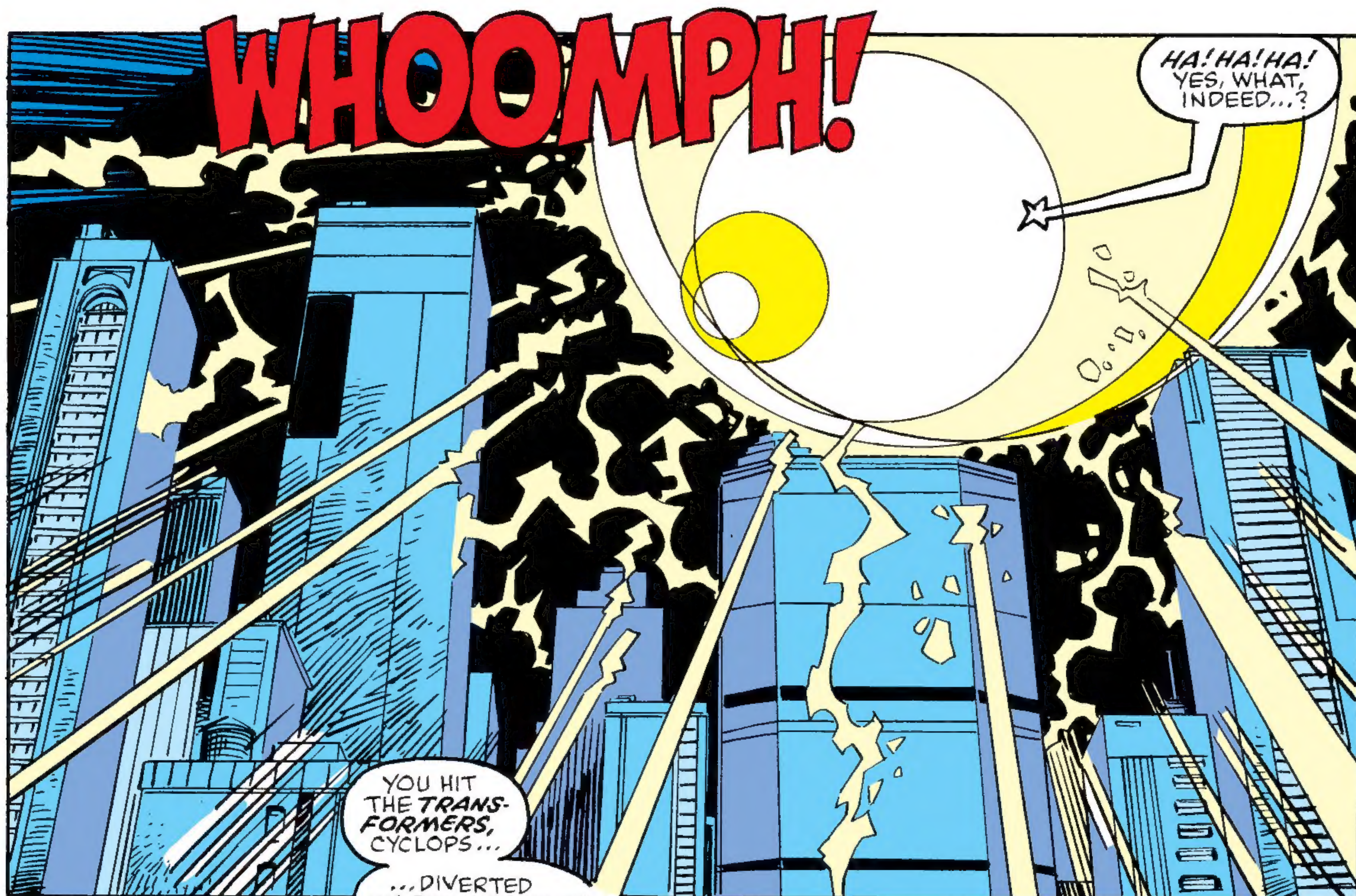
THAT IS WHY HE ENCOURAGED WARREN TO FOUND X-FACTOR...

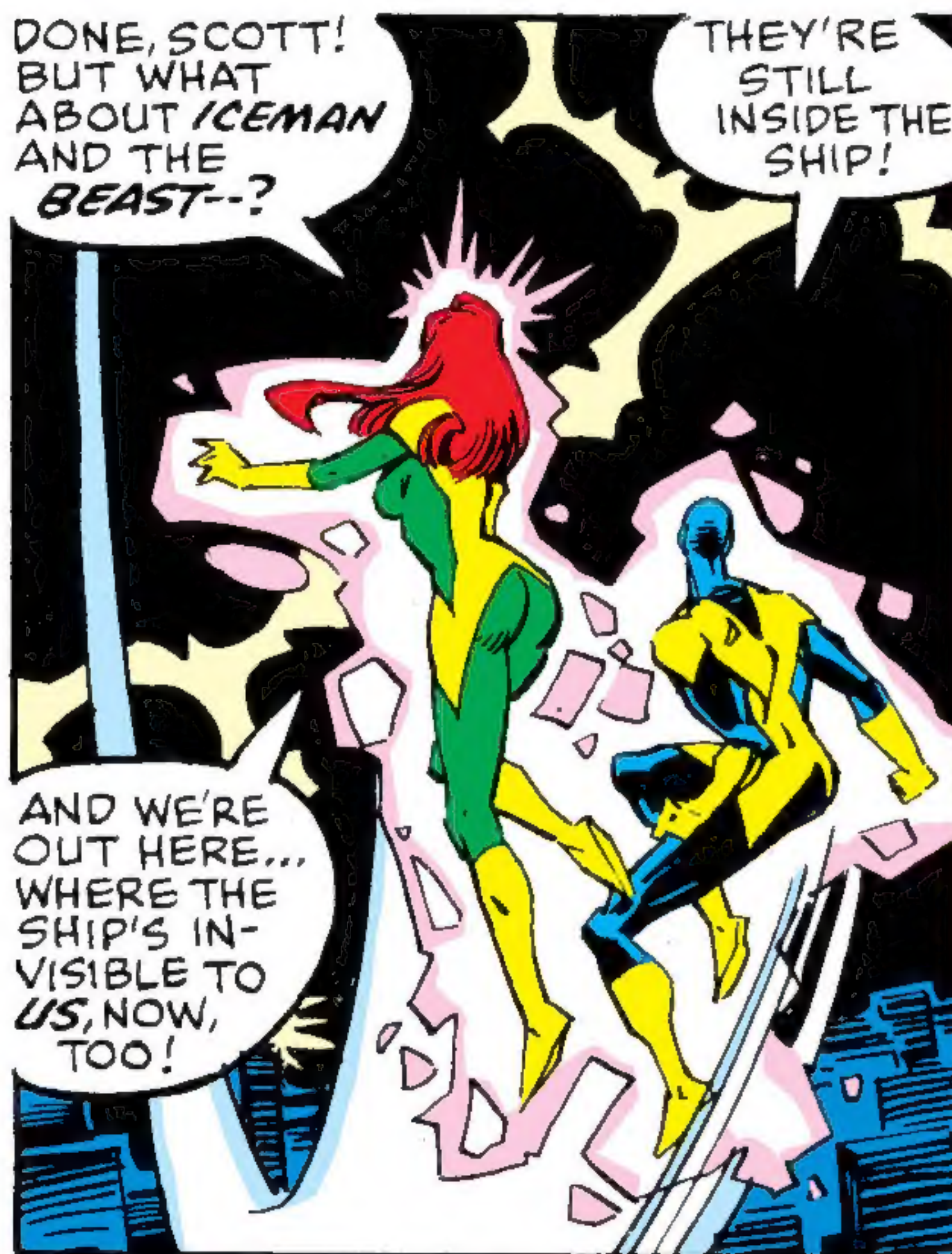
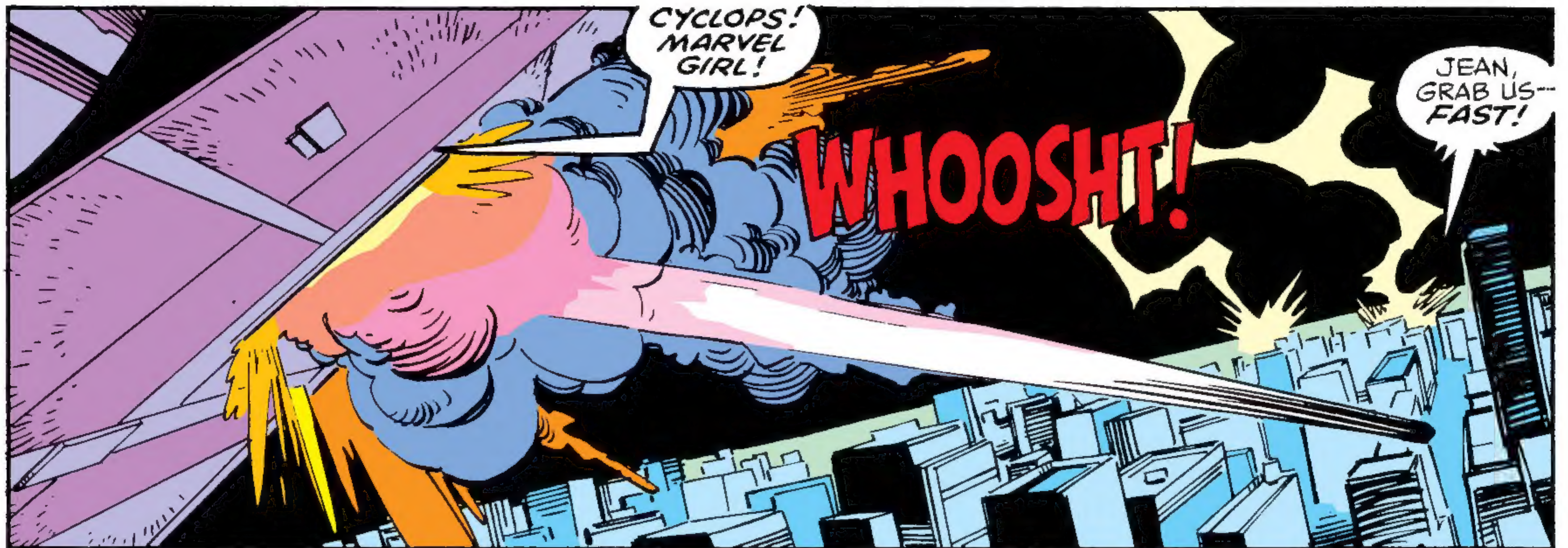
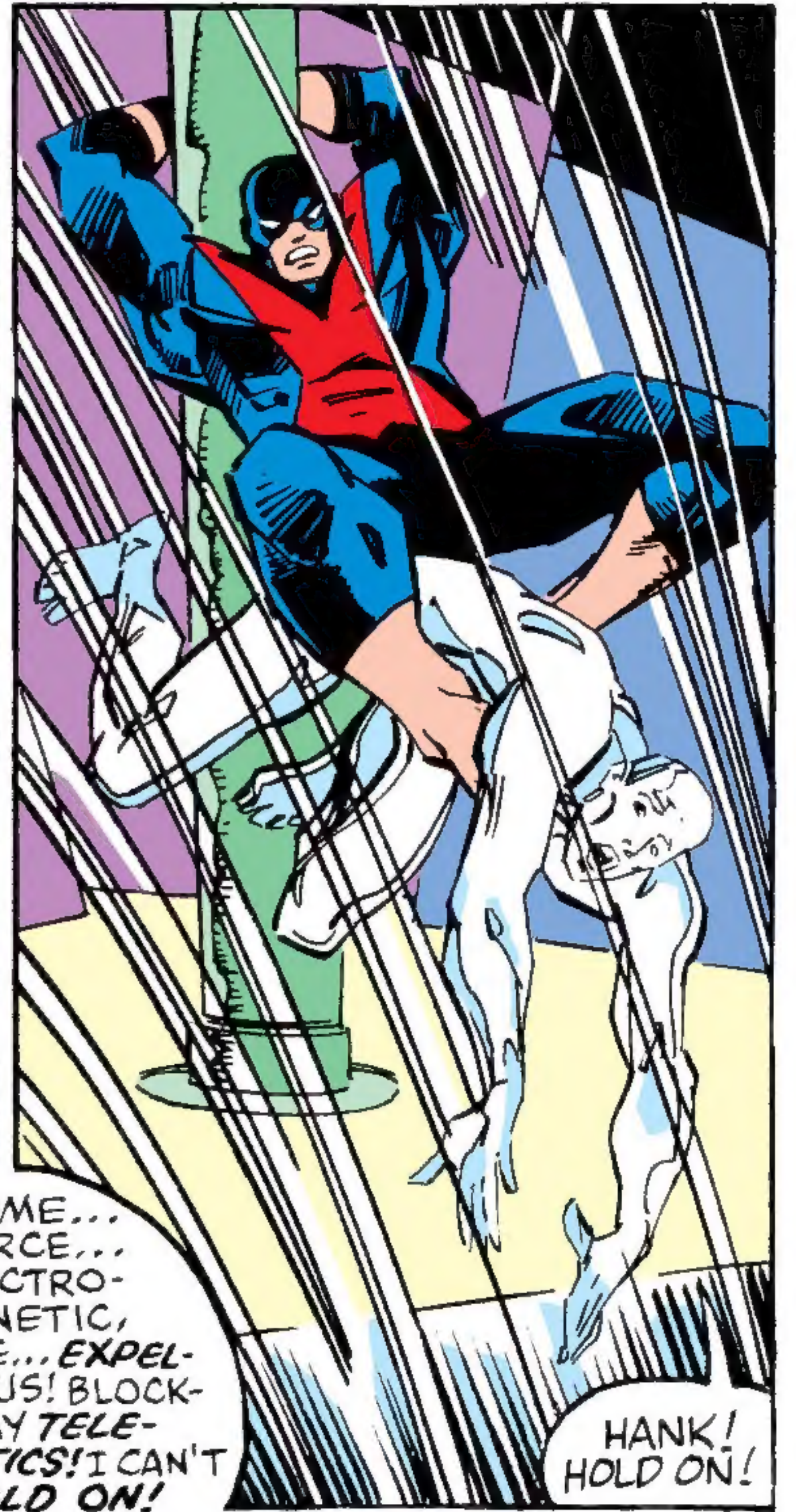
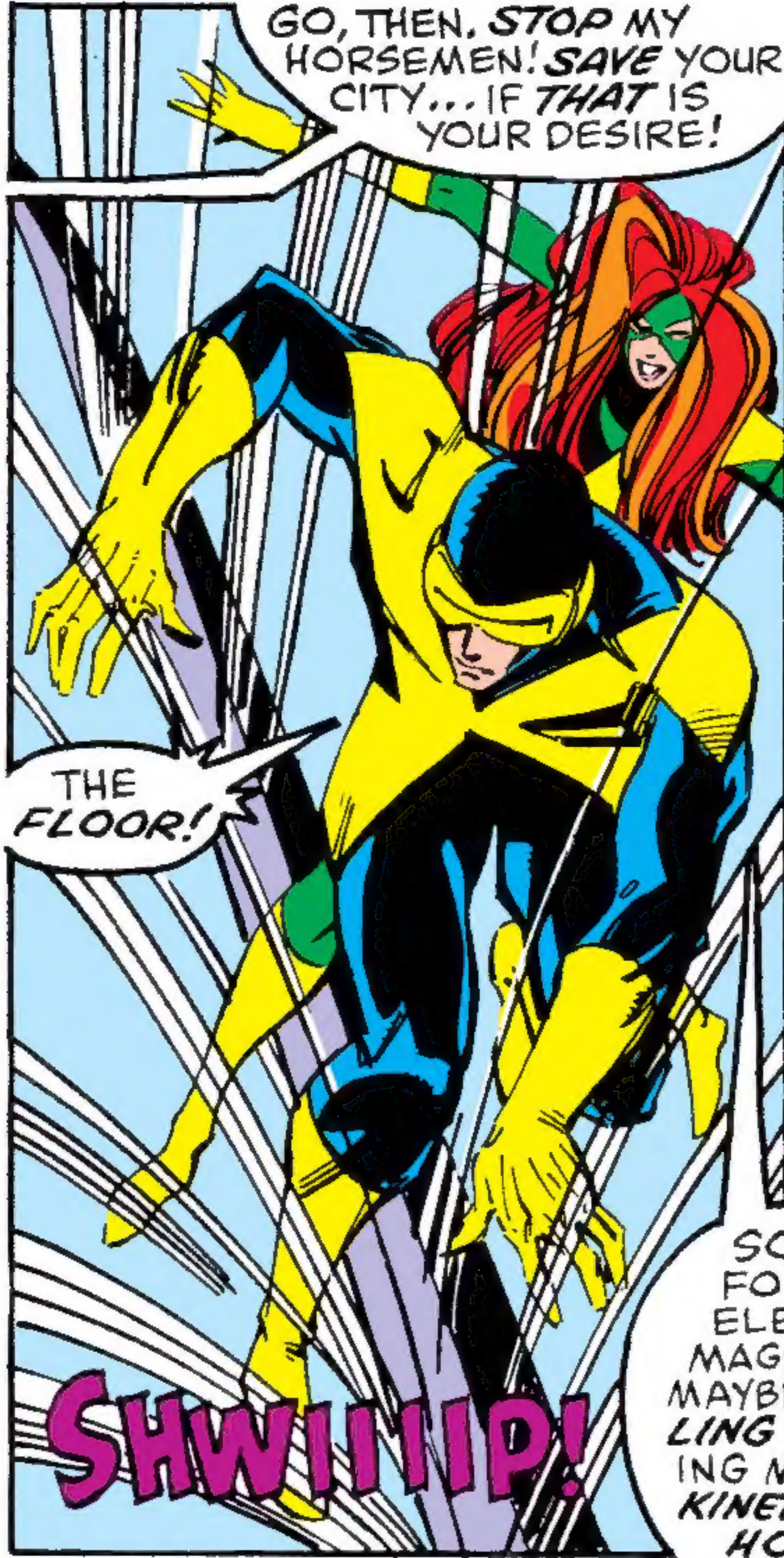
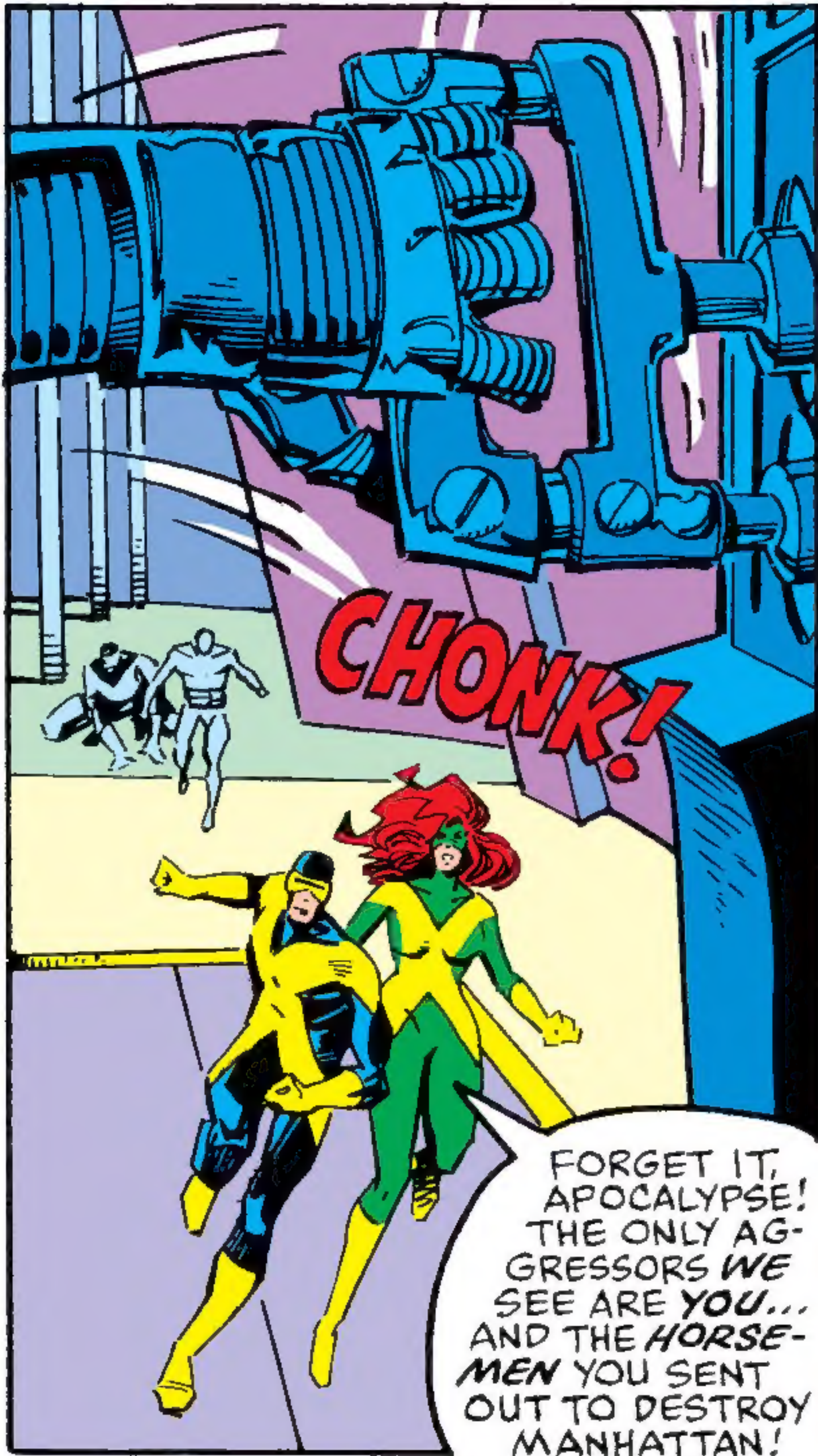
...AN ORGANIZATION TO RESCUE MUTANTS IN WHICH YOU MUTANT SAVIORS PASSED AS HUMAN MUTANT HUNTERS.

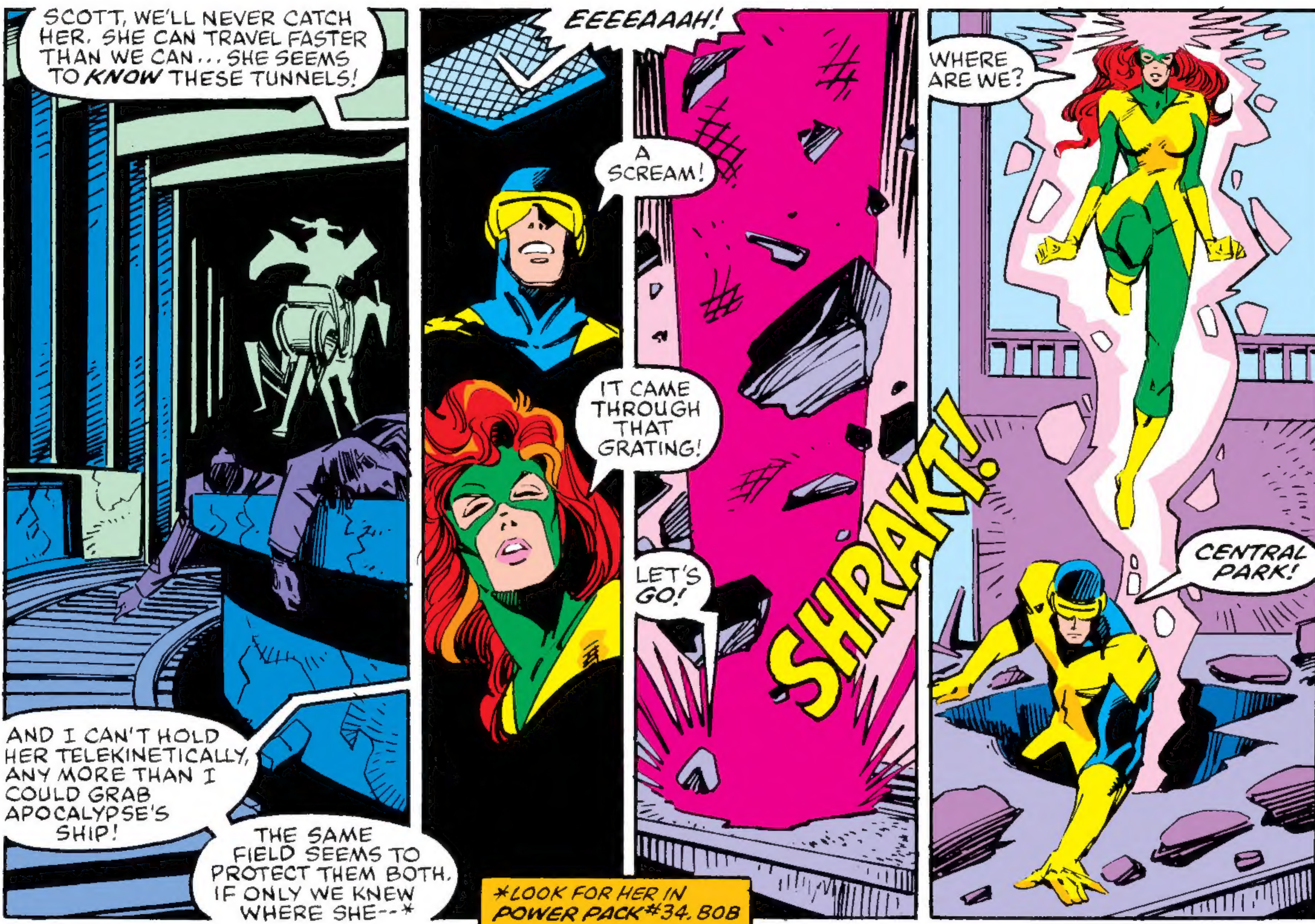
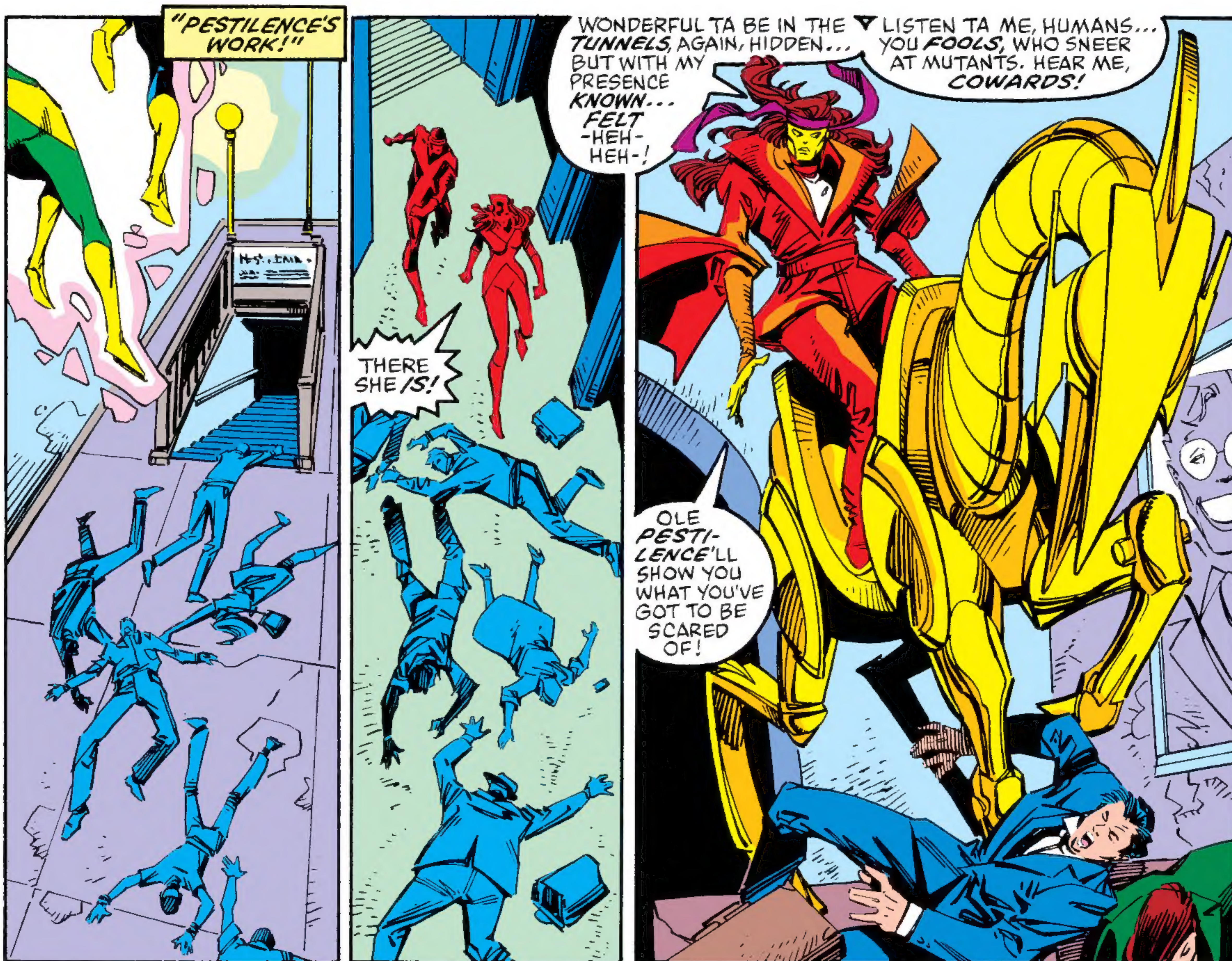


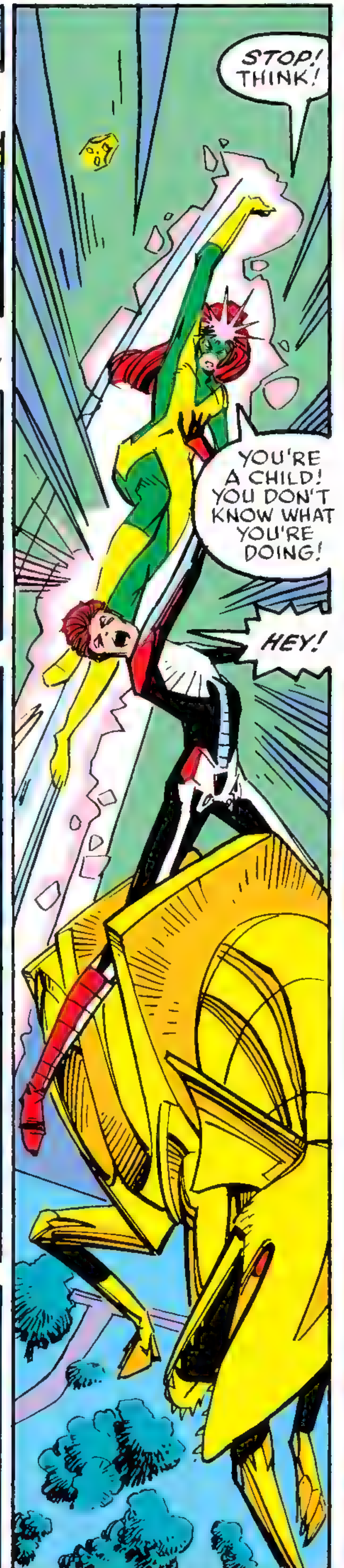
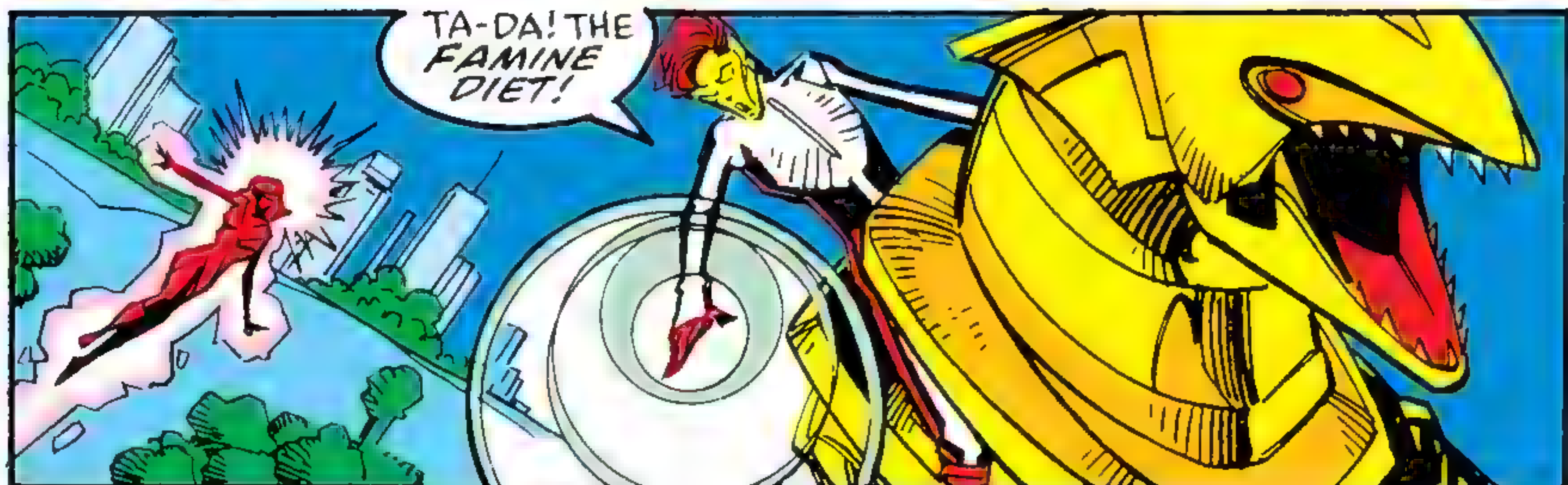
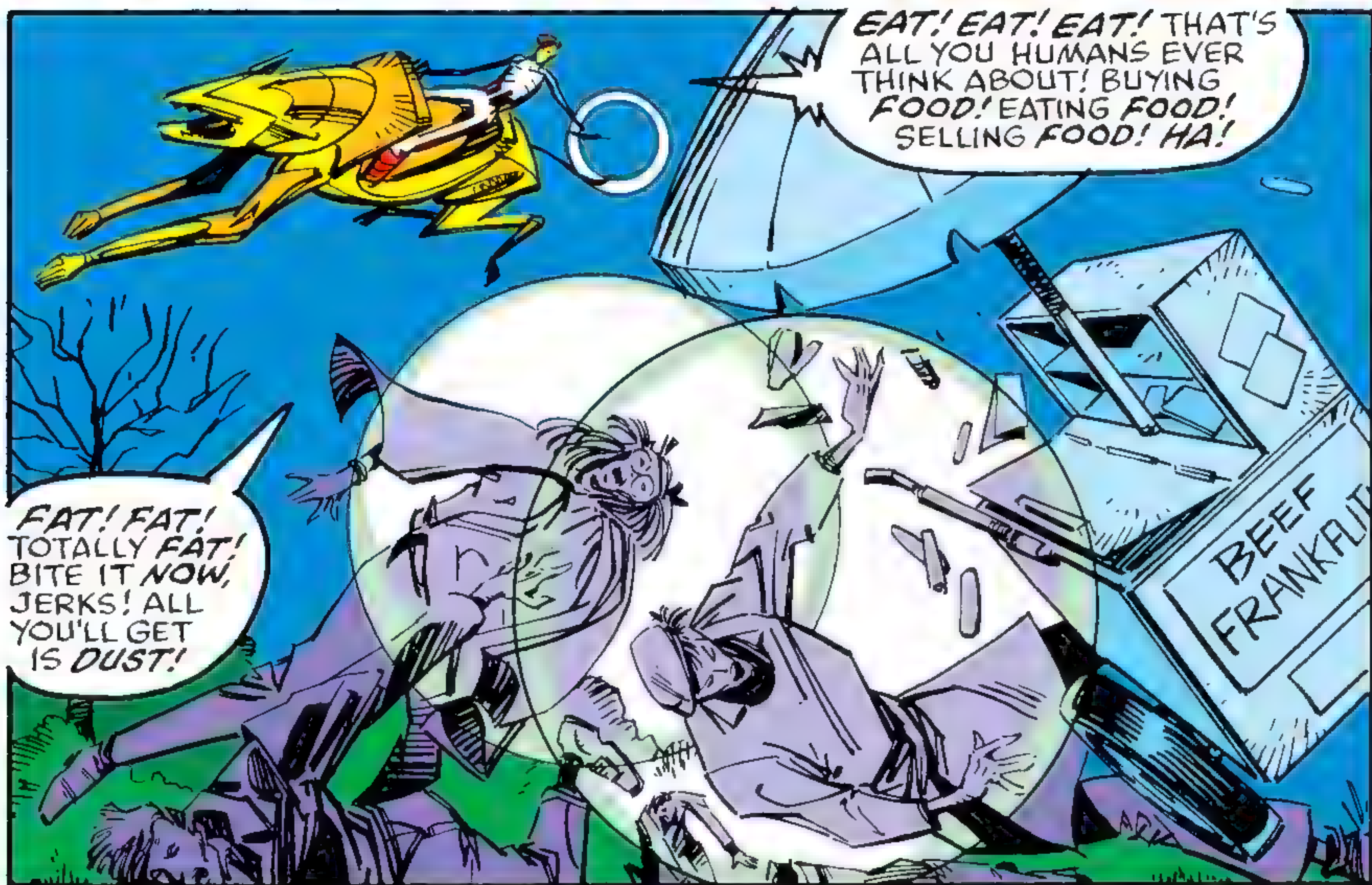
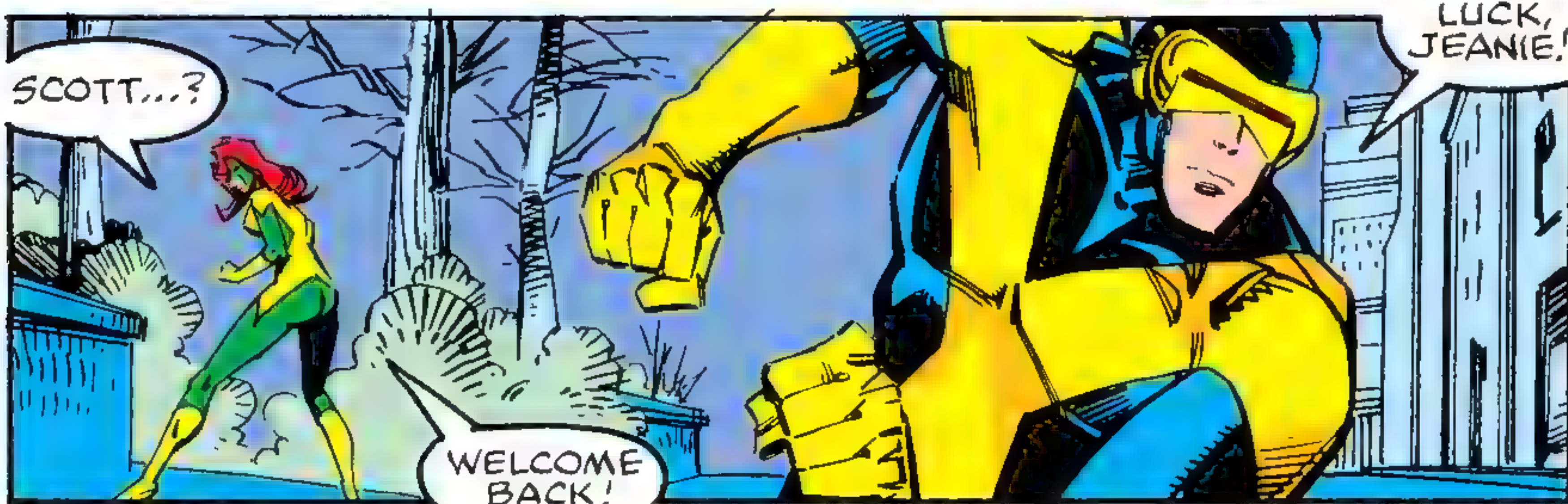
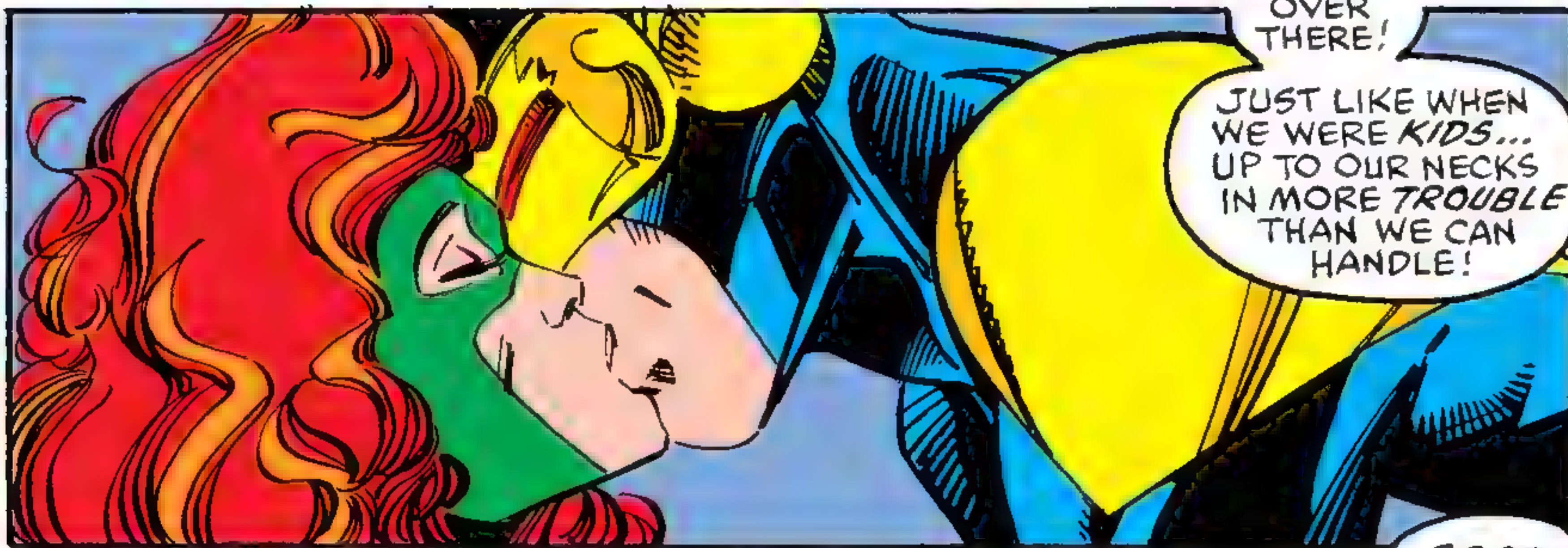
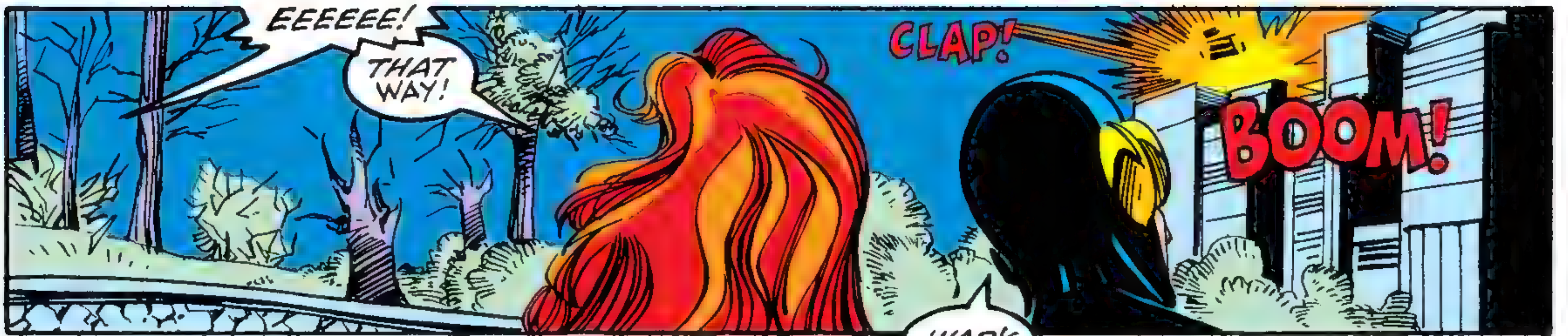


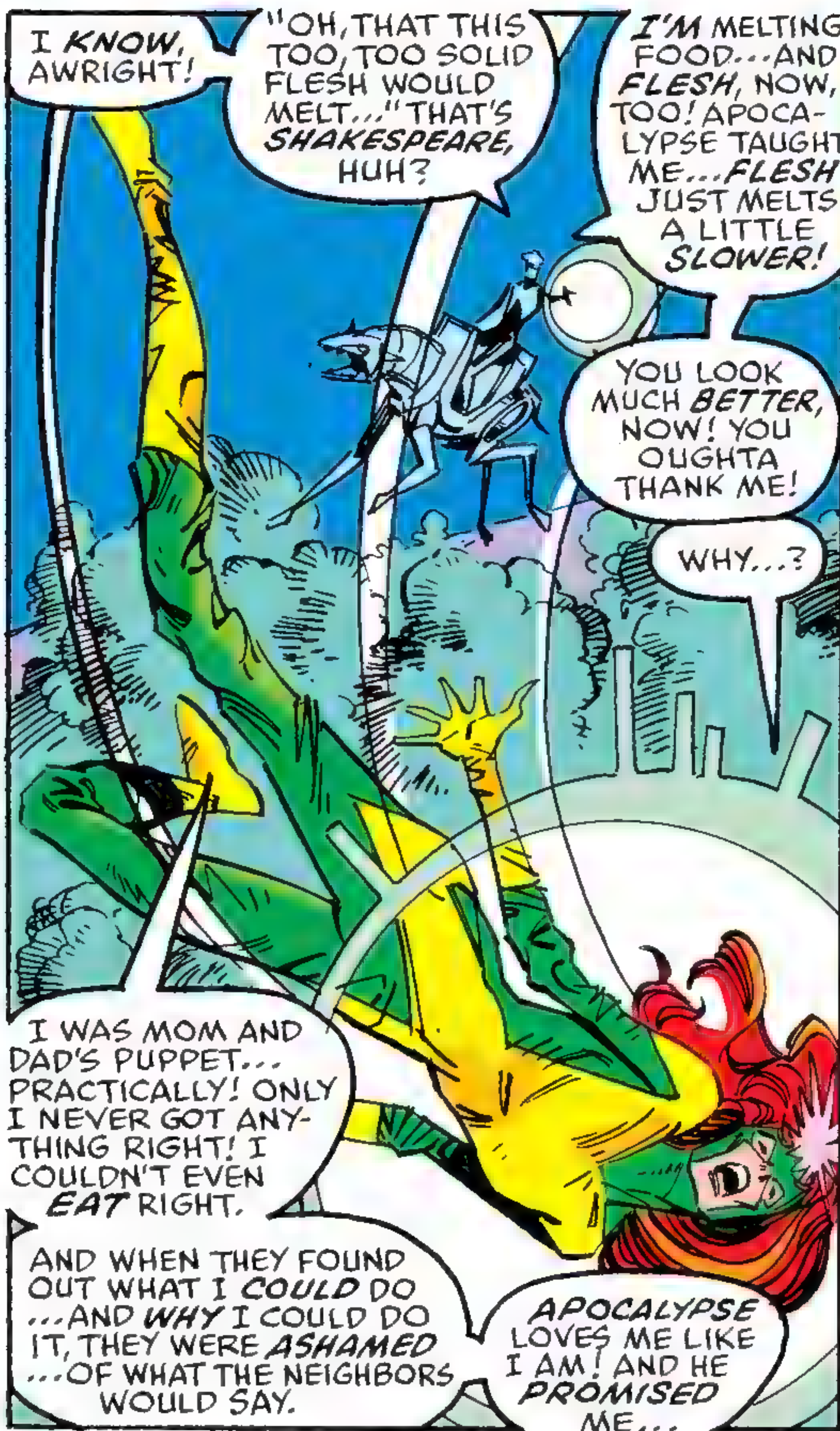












I KNOW, AWRIGHT!

"OH, THAT THIS TOO, TOO SOLID FLESH WOULD MELT..." THAT'S SHAKESPEARE, HUH?

I'M MELTING FOOD... AND FLESH, NOW, TOO! APOCALYPSE TAUGHT ME... FLESH JUST MELTS A LITTLE SLOWER!

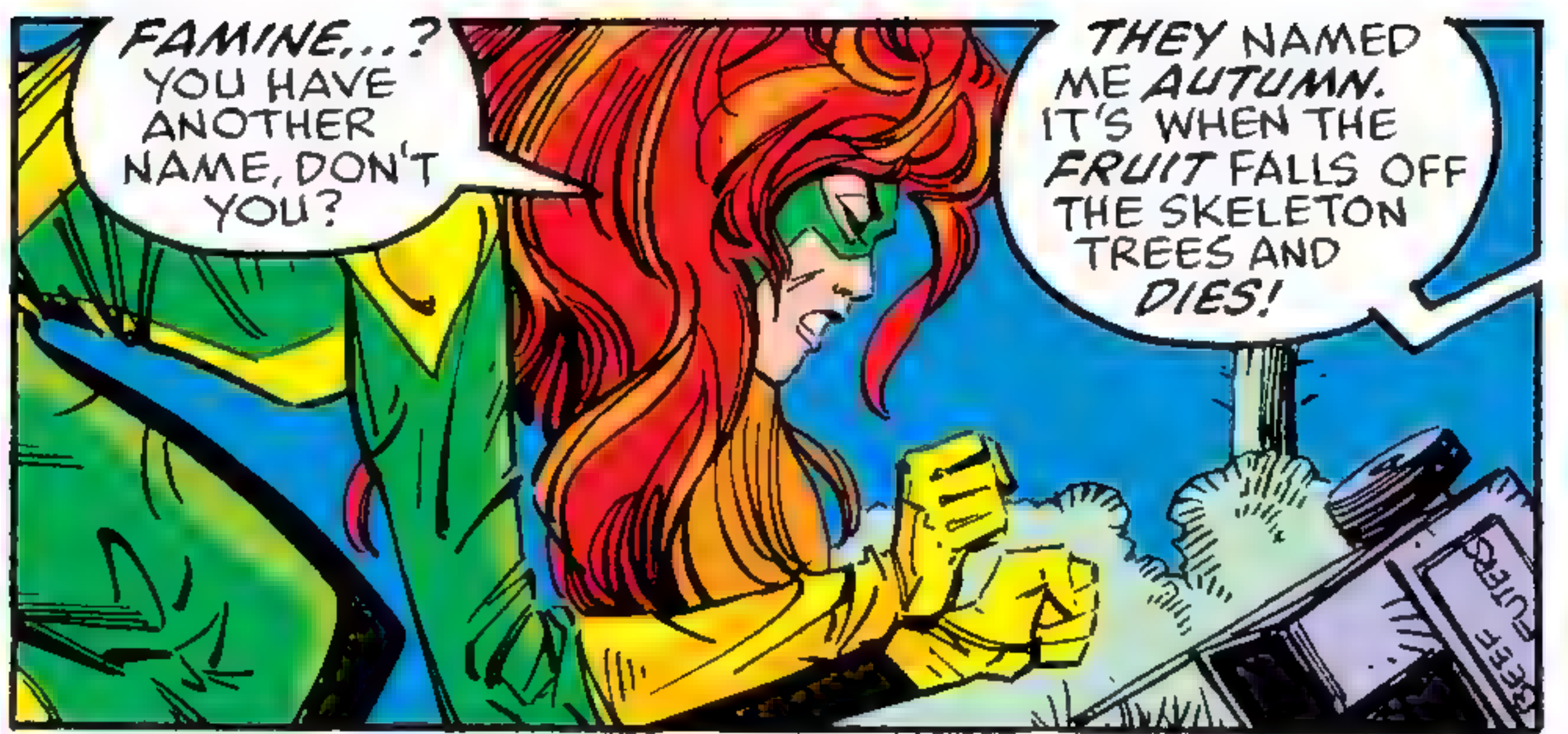
YOU LOOK MUCH BETTER, NOW! YOU OUGHTA THANK ME!

WHY...?

I WAS MOM AND DAD'S PUPPET... PRACTICALLY! ONLY I NEVER GOT ANYTHING RIGHT! I COULDN'T EVEN EAT RIGHT.

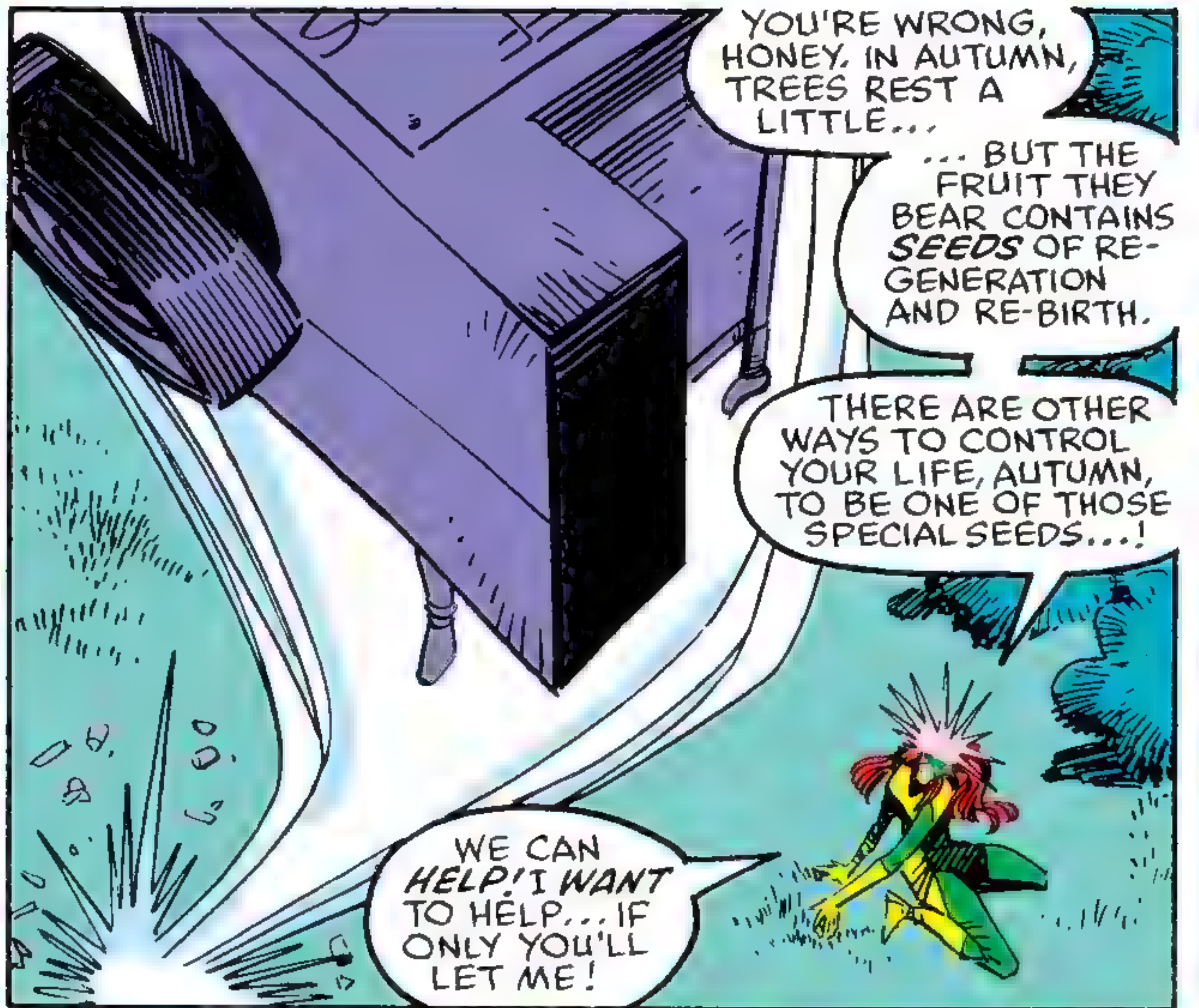
AND WHEN THEY FOUND OUT WHAT I COULD DO... AND WHY I COULD DO IT, THEY WERE ASHAMED... OF WHAT THE NEIGHBORS WOULD SAY.

APOCALYPSE LOVES ME LIKE I AM! AND HE PROMISED ME...



FAMINE...? YOU HAVE ANOTHER NAME, DON'T YOU?

THEY NAMED ME AUTUMN. IT'S WHEN THE FRUIT FALLS OFF THE SKELETON TREES AND DIES!

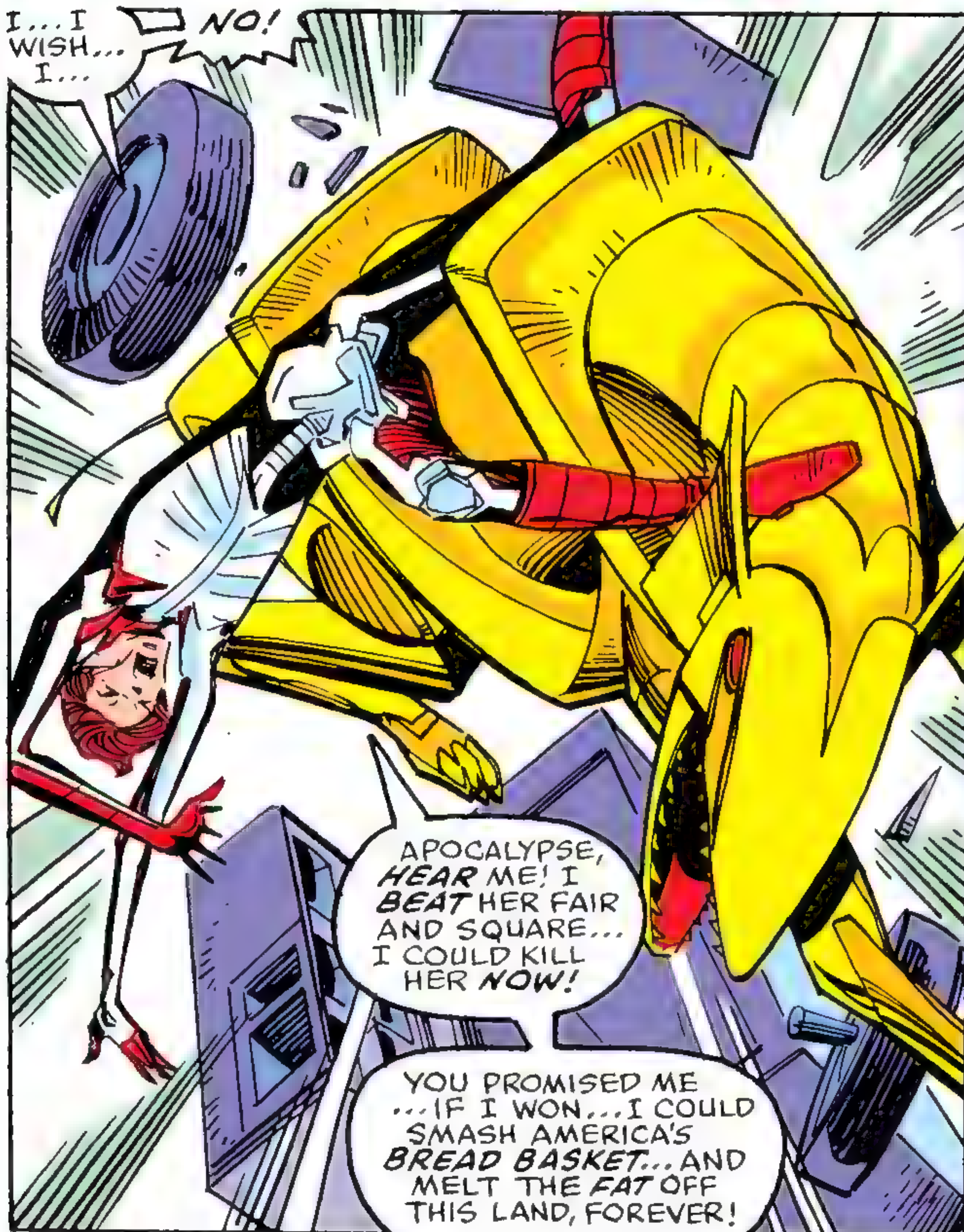


YOU'RE WRONG, HONEY. IN AUTUMN, TREES REST A LITTLE...

... BUT THE FRUIT THEY BEAR CONTAINS SEEDS OF REGENERATION AND RE-BIRTH.

THERE ARE OTHER WAYS TO CONTROL YOUR LIFE, AUTUMN, TO BE ONE OF THOSE SPECIAL SEEDS...!

WE CAN HELP! I WANT TO HELP... IF ONLY YOU'LL LET ME!



I... I WISH... I...

NO!

APOCALYPSE, HEAR ME! I BEAT HER FAIR AND SQUARE... I COULD KILL HER NOW!

YOU PROMISED ME... IF I WON... I COULD SMASH AMERICA'S BREAD BASKET... AND MELT THE FAT OFF THIS LAND, FOREVER!



WHAT'LL IT BE? HER OR AMERICA--

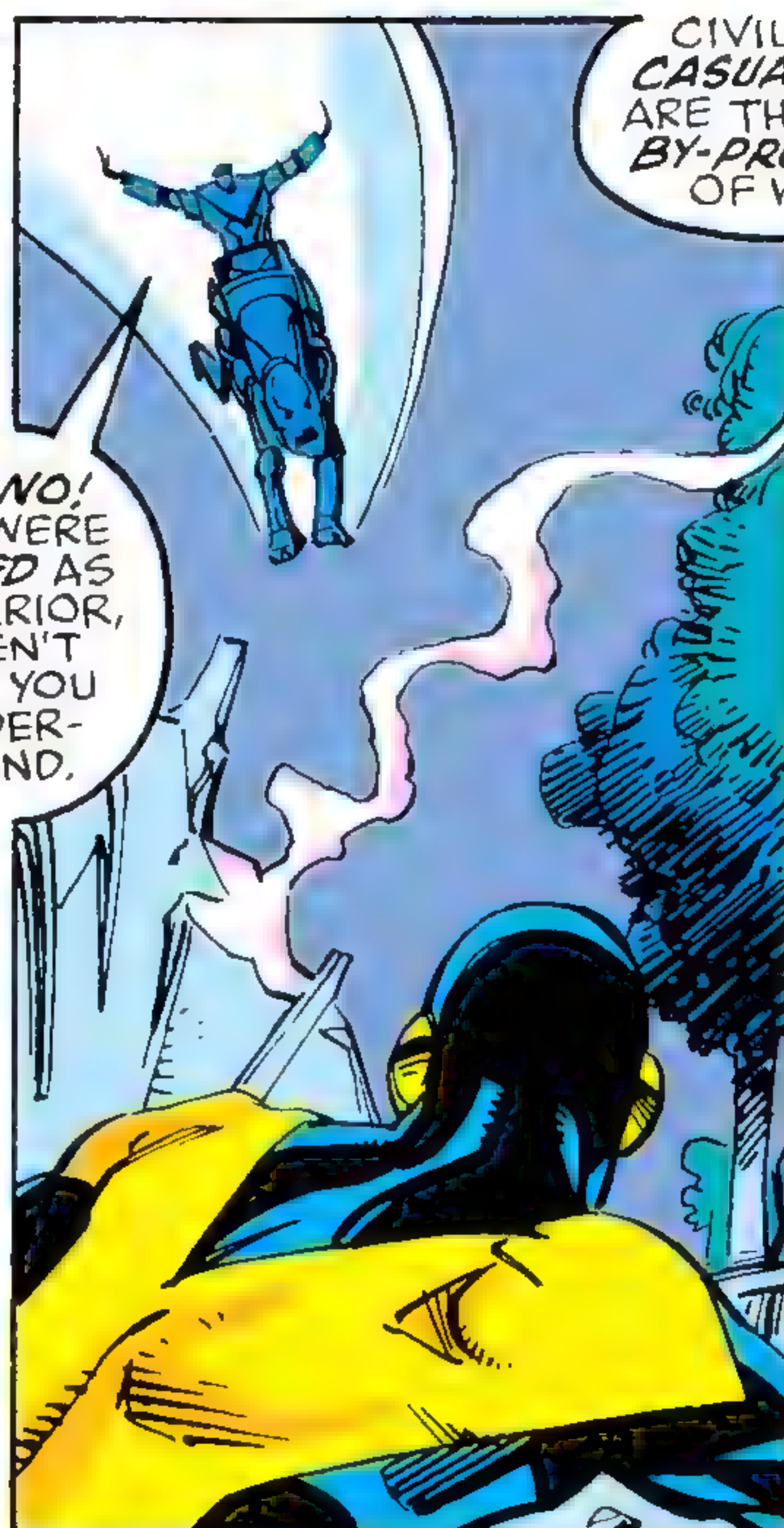
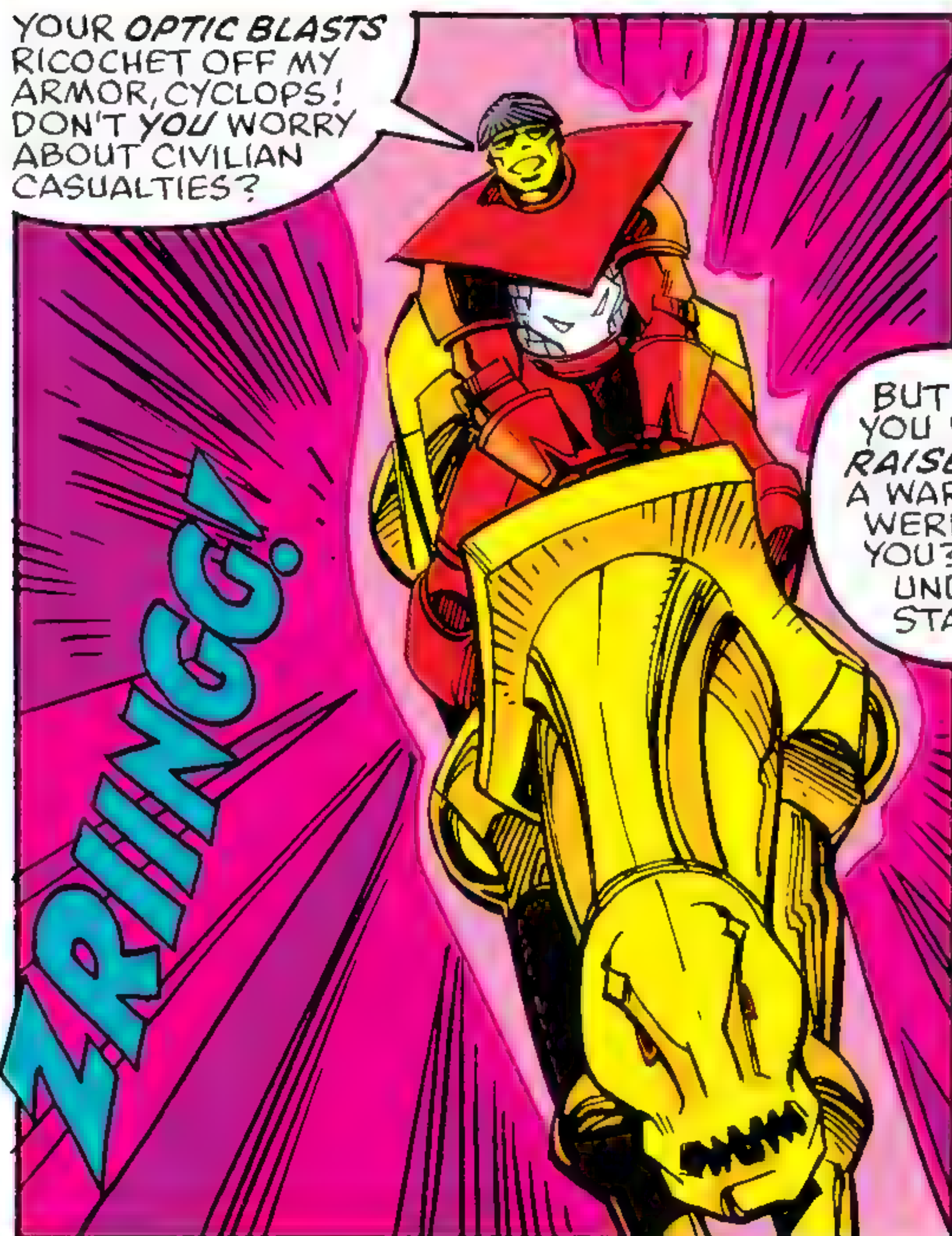
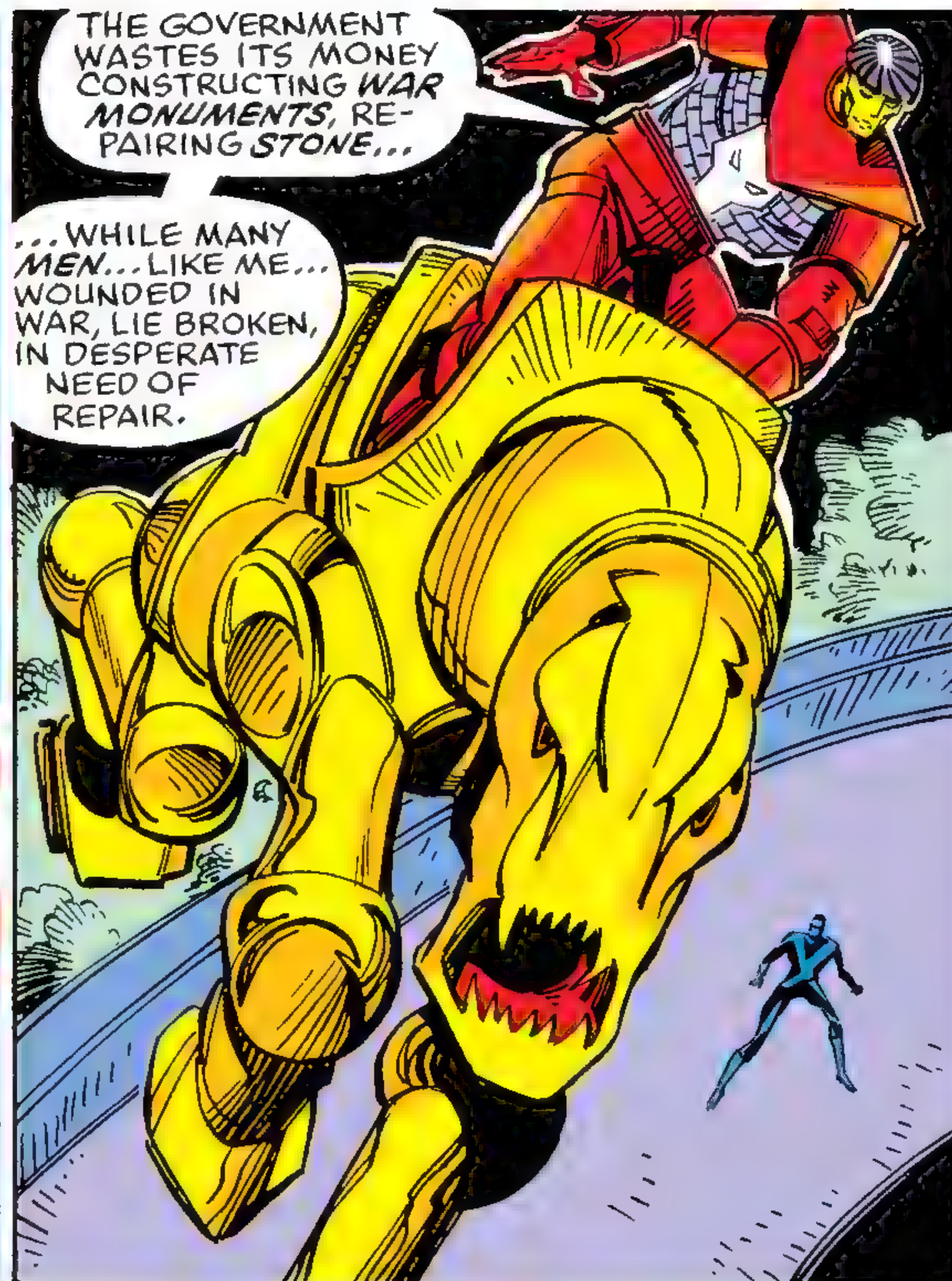
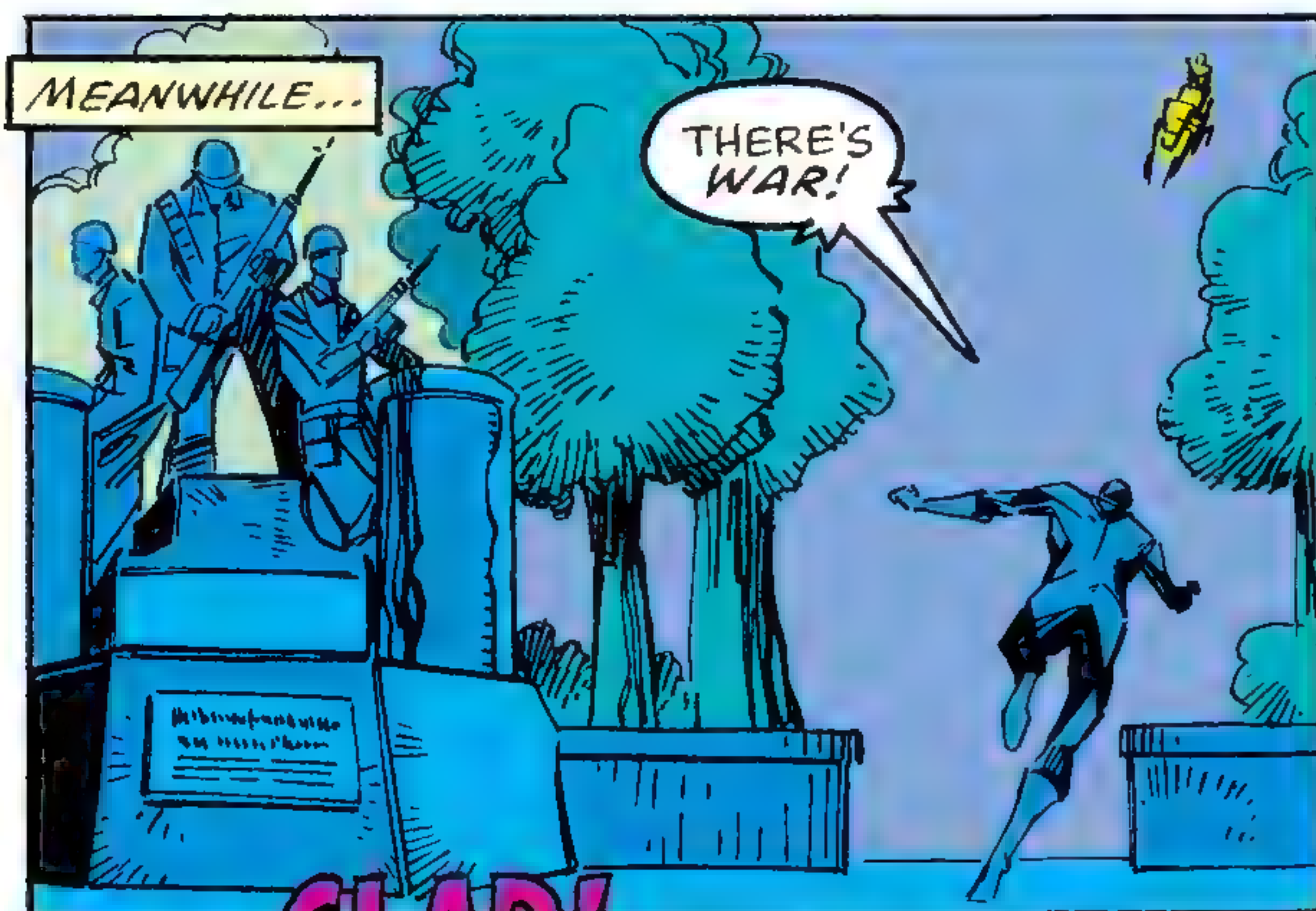
AUTUMN... GONE... IN ONE OF APOCALYPSE'S TELEPORTATION BURSTS... BUT WHERE...?

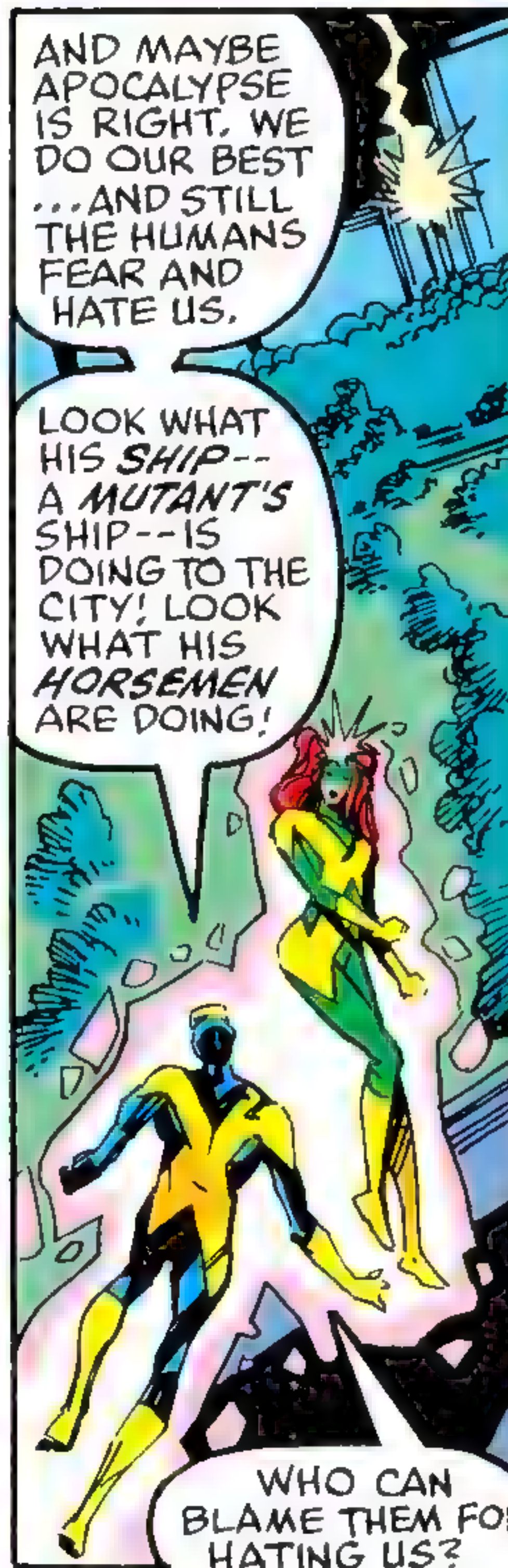
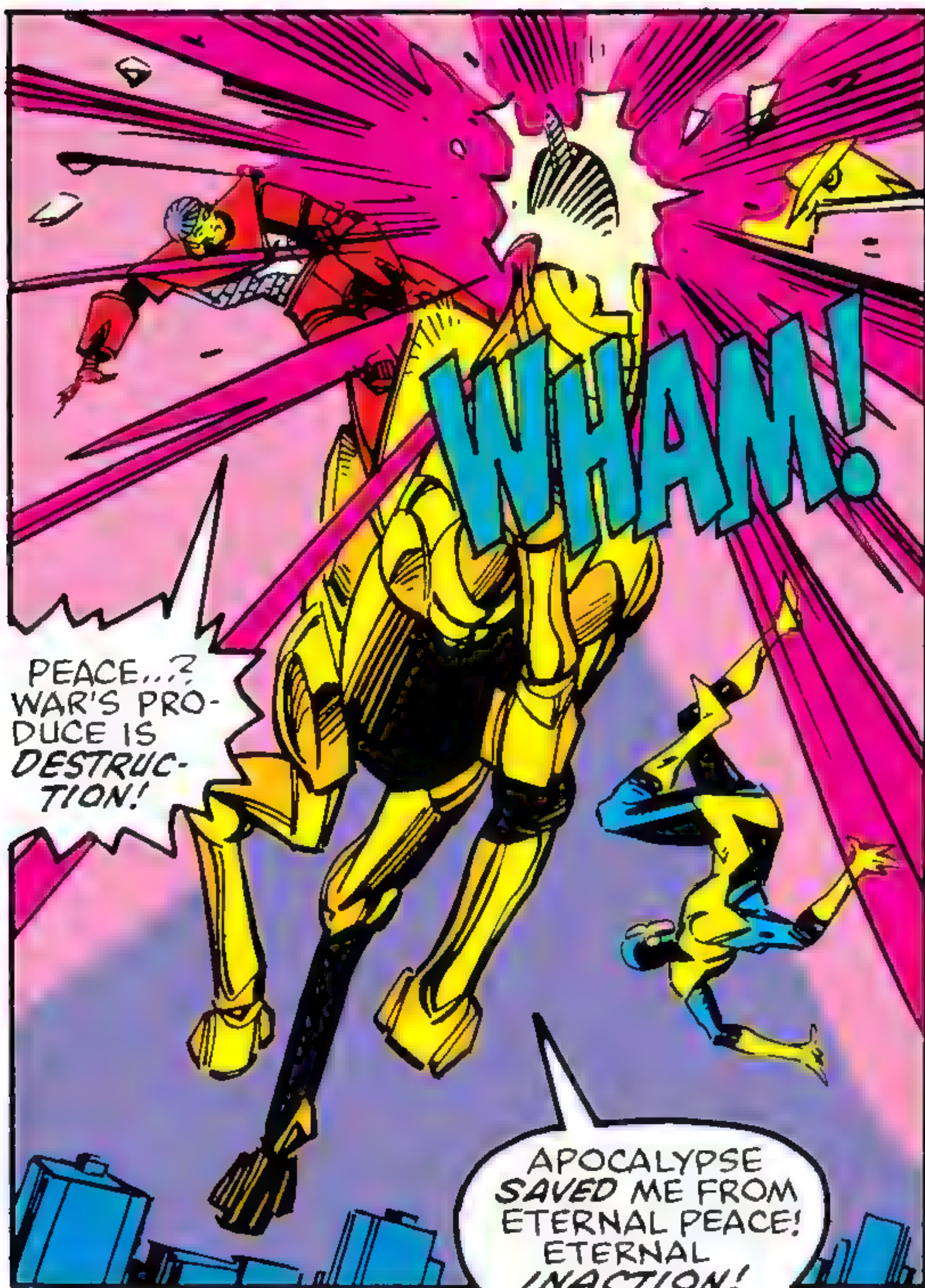
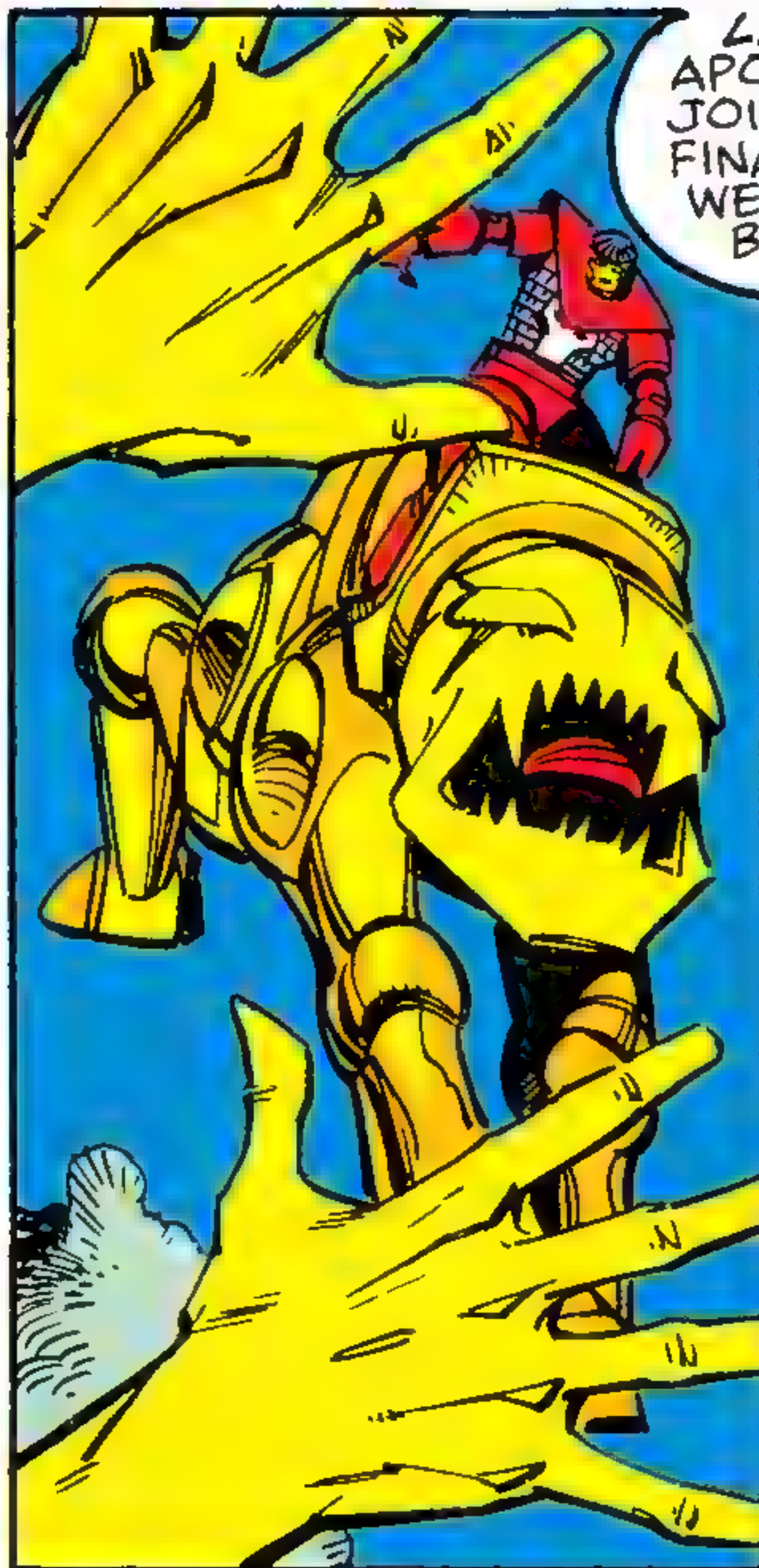
NOT TO THE FARM LAND! EVEN APOCALYPSE CAN'T BE SO MAD...!*



FOOD... STARVING... I NEED FOOD...!

* NO...? SEE CAPTAIN AMERICA #339! NUFF SAID. BOB





AND HIGH OVERHEAD,
ABOARD THAT SHIP...

OBSERVE, ON THE SCREEN
BEFORE YOU, ICEMAN, THE
ABSURDITY OF THE BEINGS
YOU RISK YOUR LIVES
TO SAVE.

MY HORSE-
MEN APPEAR
IN THE SKIES
ABOVE THE CITY
...AS BIZARRE
APPARITIONS.
AS EVER, THE
FOOLISH
HUMANS
BLAME
MUTANTS.

HANK, LISTEN
TO ME! YOU
UNDERSTAND
WHAT'S HAPPEN-
ING, DON'T YOU?

YOU KNOW
YOUR MIND'S
AT STAKE!

YOU DID YOUR
BIT, PAL, WHEN YOU
KEPT US IN HERE!
PLEASE... FROM HERE
ON, LET ME HANDLE
IT!

YEAH, APOCALYPSE? ONLY PROBLEM,
WELL, FOR ONCE,
THOSE JERKS
GOT IT RIGHT!

THEY BLAME ALL
OF US... WHEN
THE CREEP THEY
SHOULD BE BLAMING
IS YOU!

YOU ATTACK ME
WITH SNOWBALLS...?
ICEMAN, I EXPECT
BETTER OF YOU!

I AM IMMUNE TO
ICE... I HAVE WAYS
TO COMBAT IT...

OW!

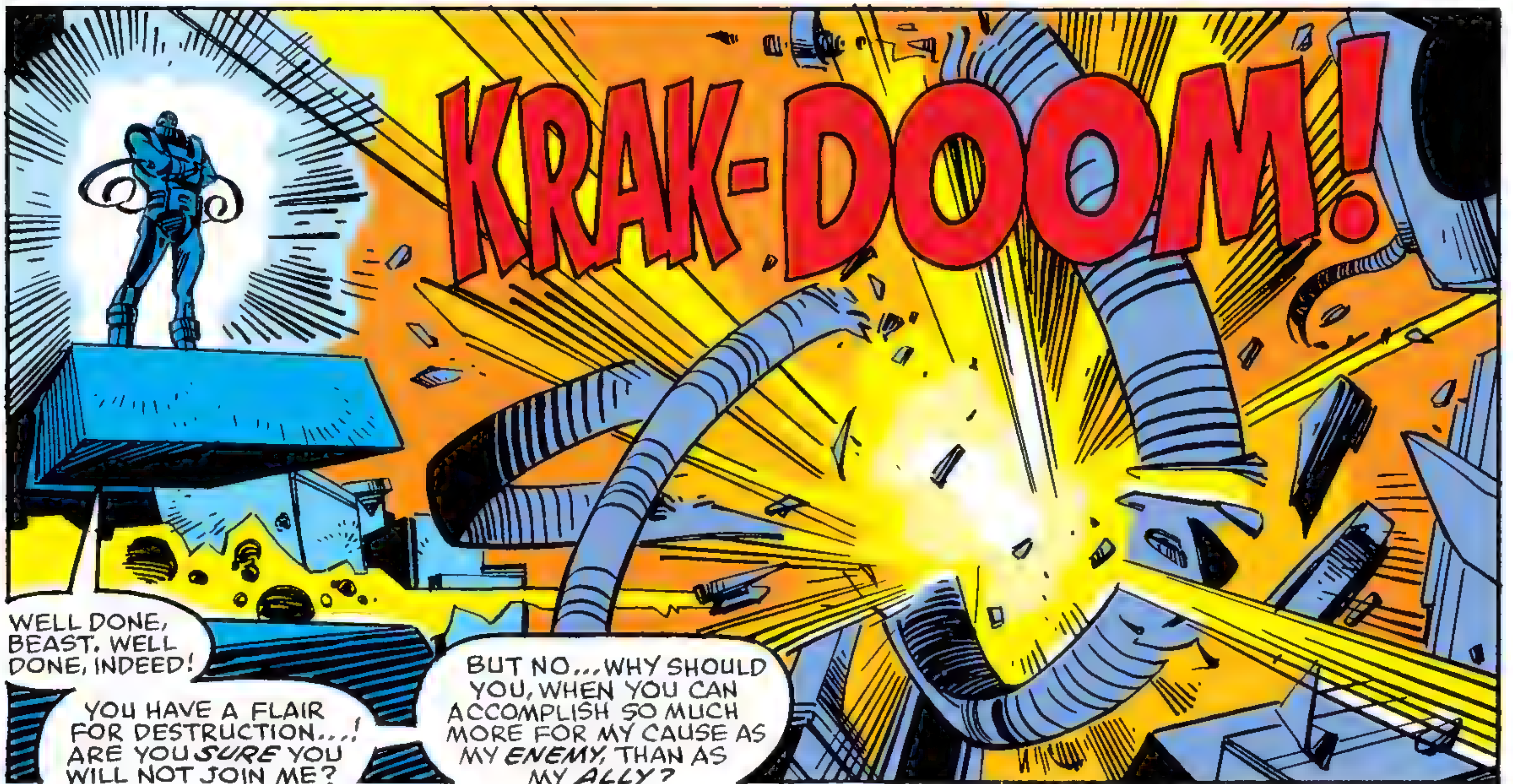
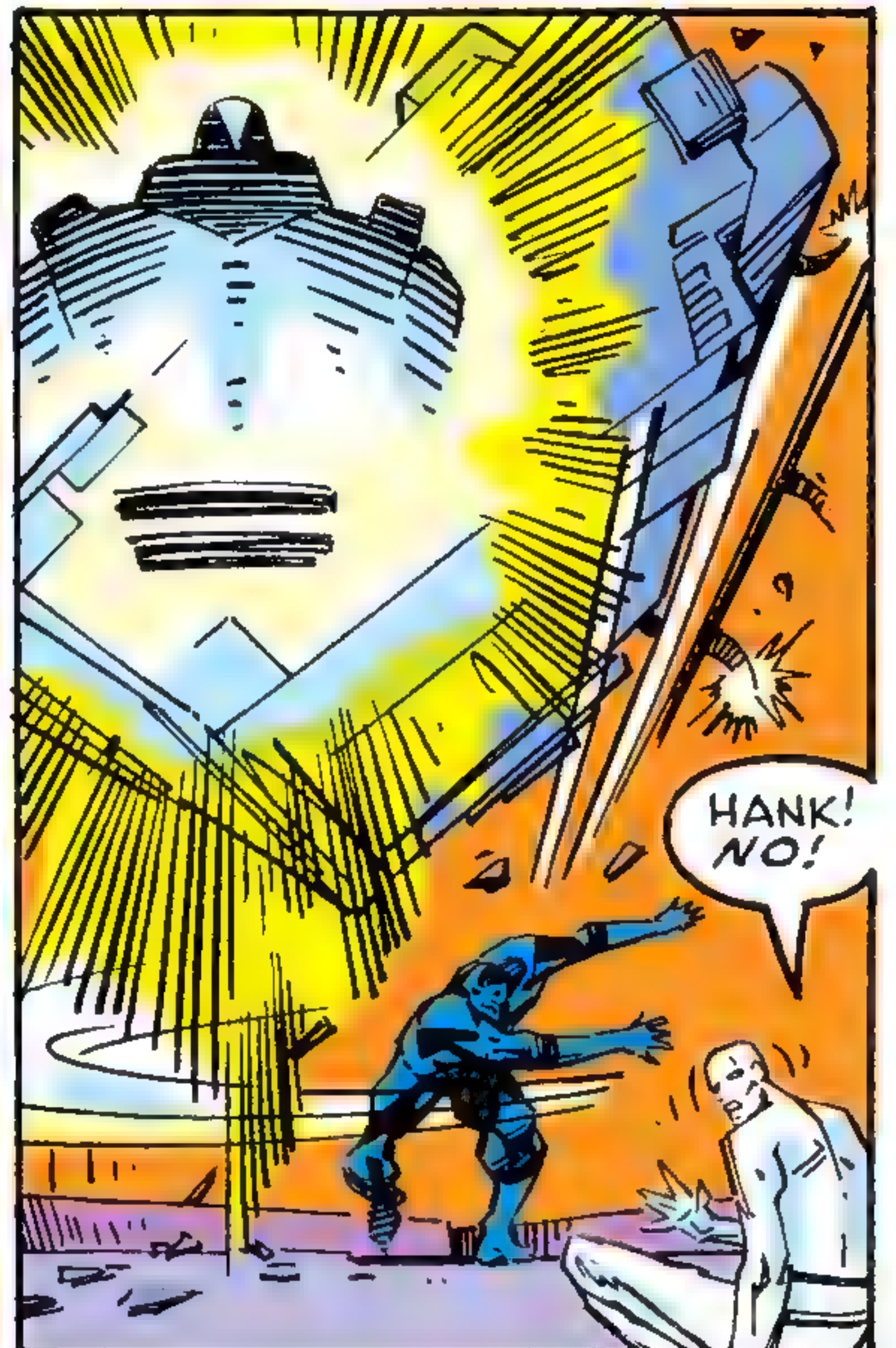
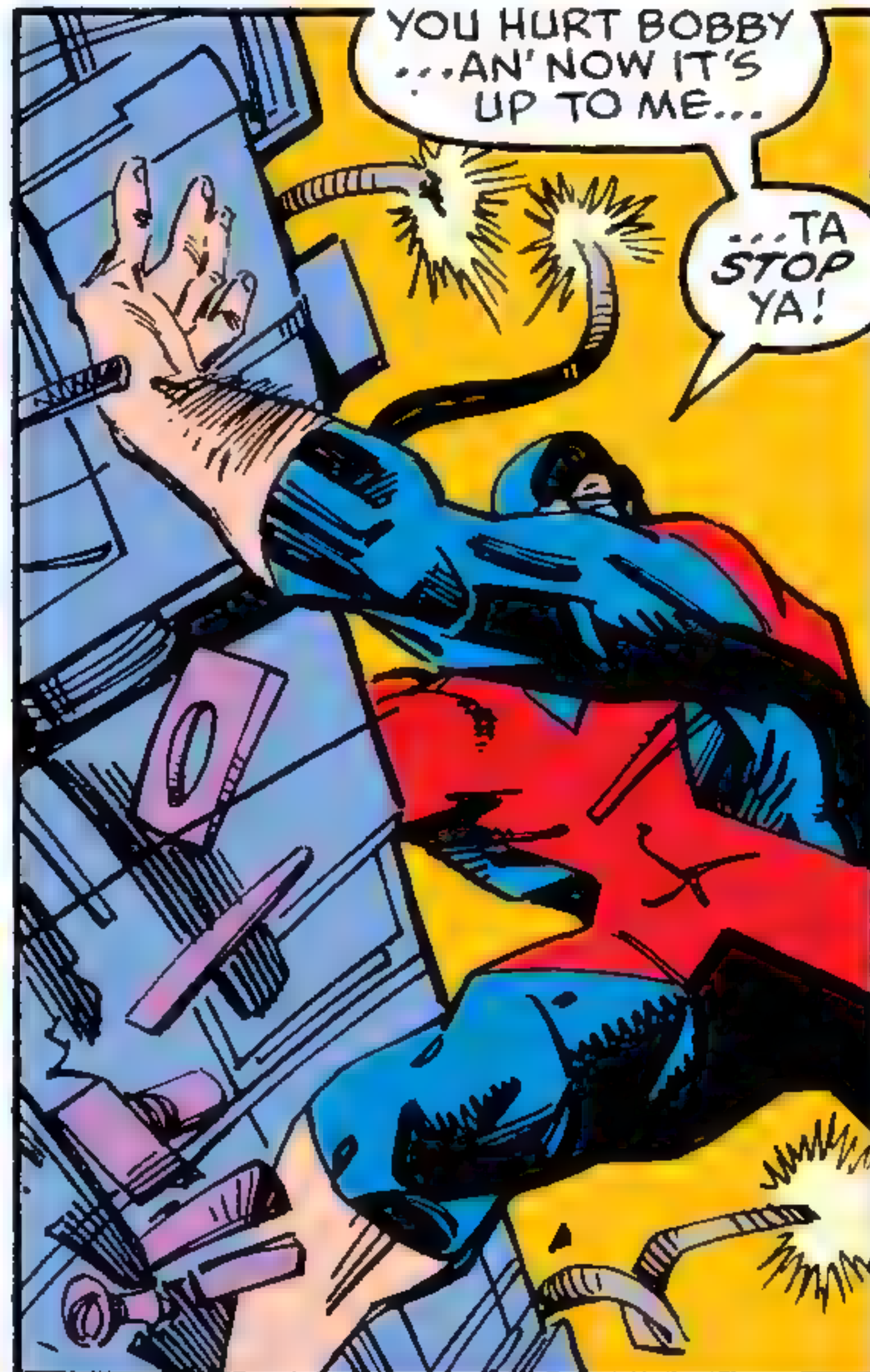
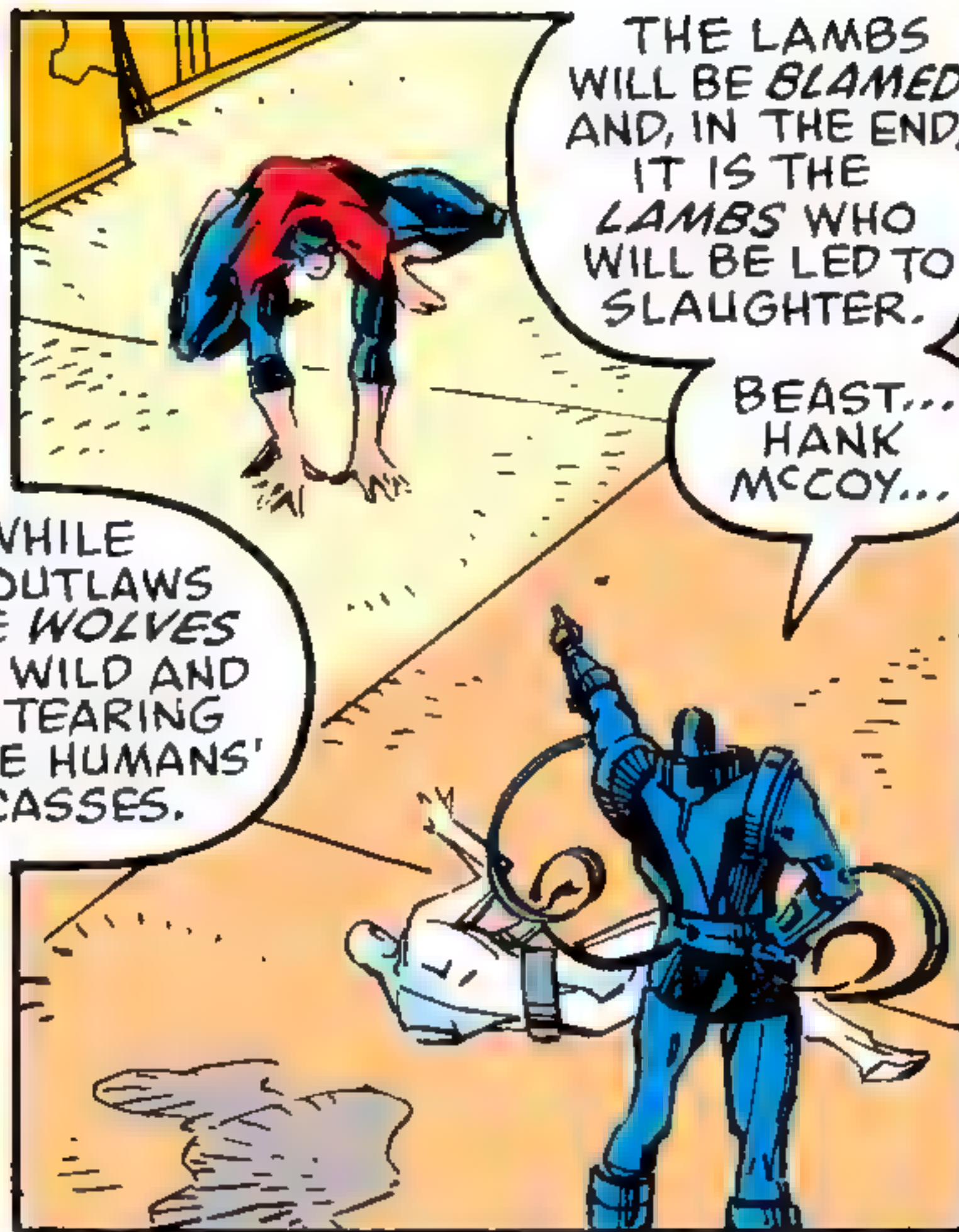
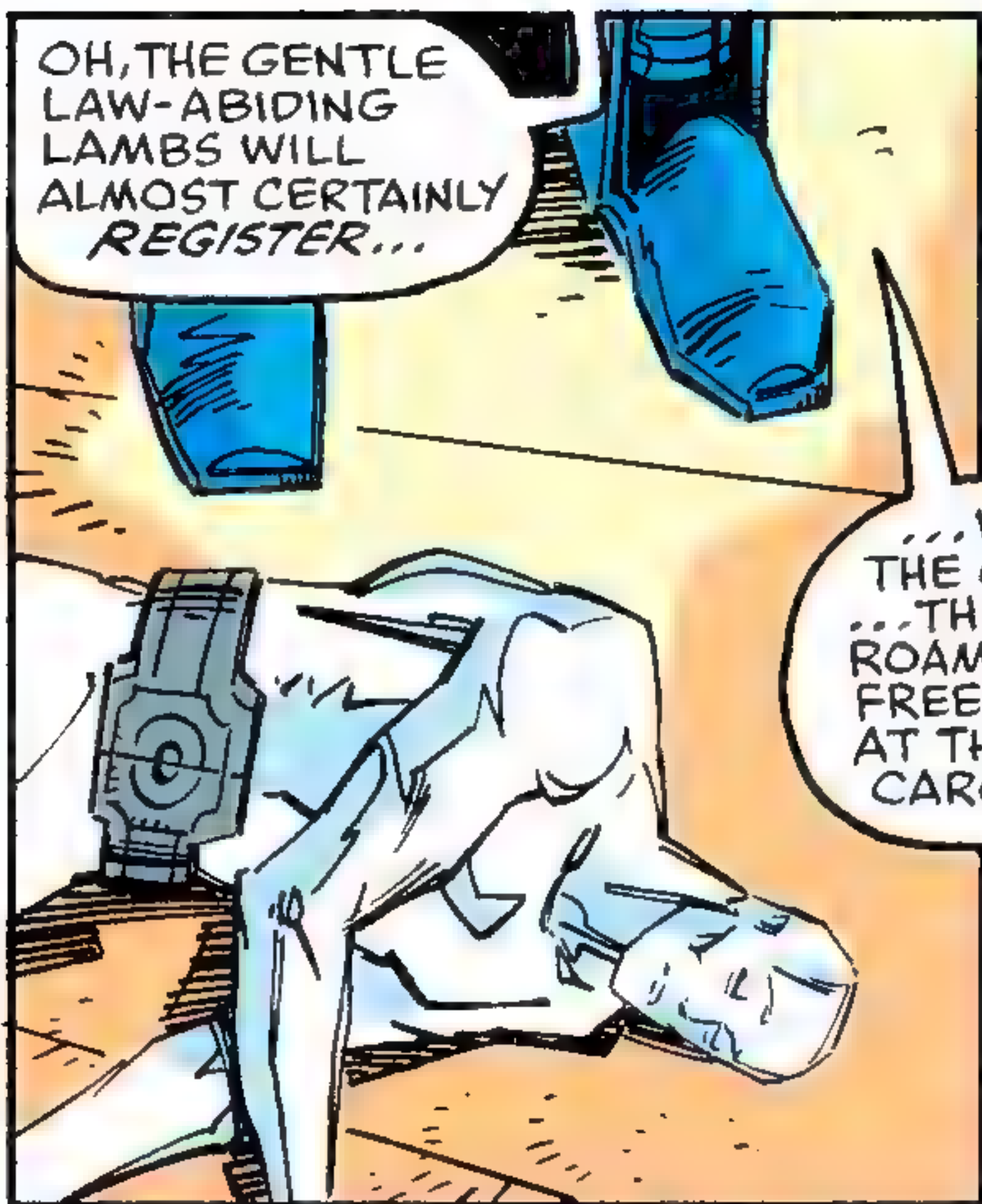
...AS
OTHERS
DO NOT!

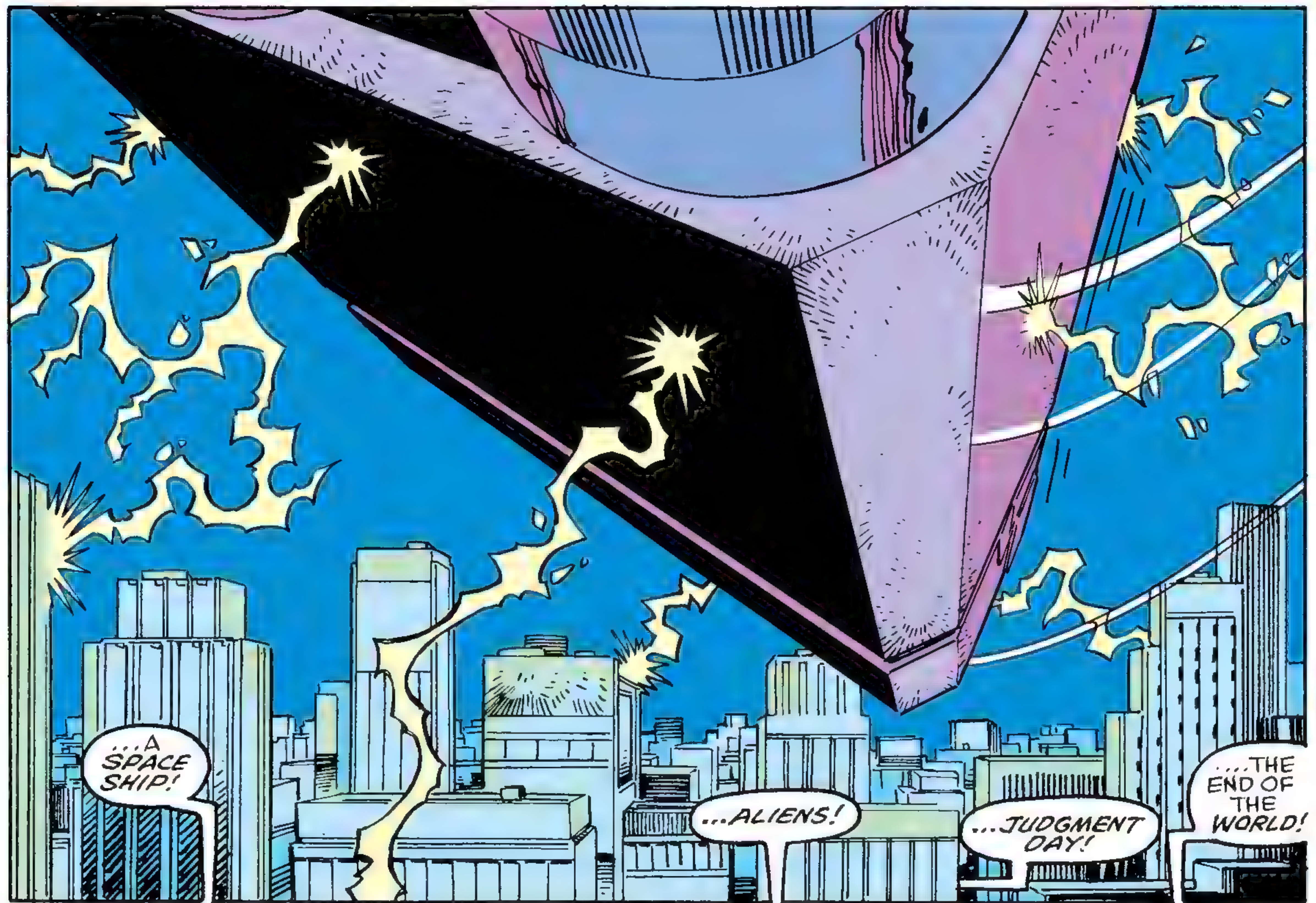
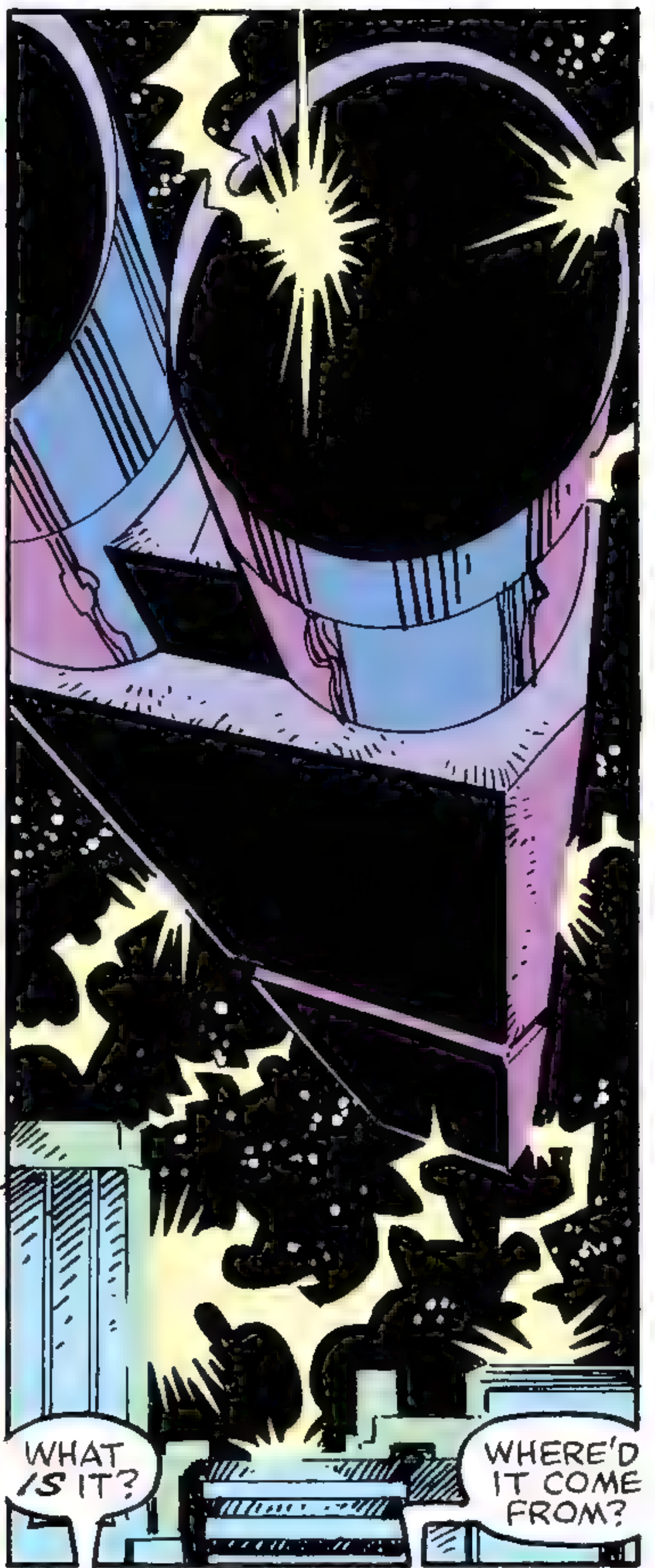
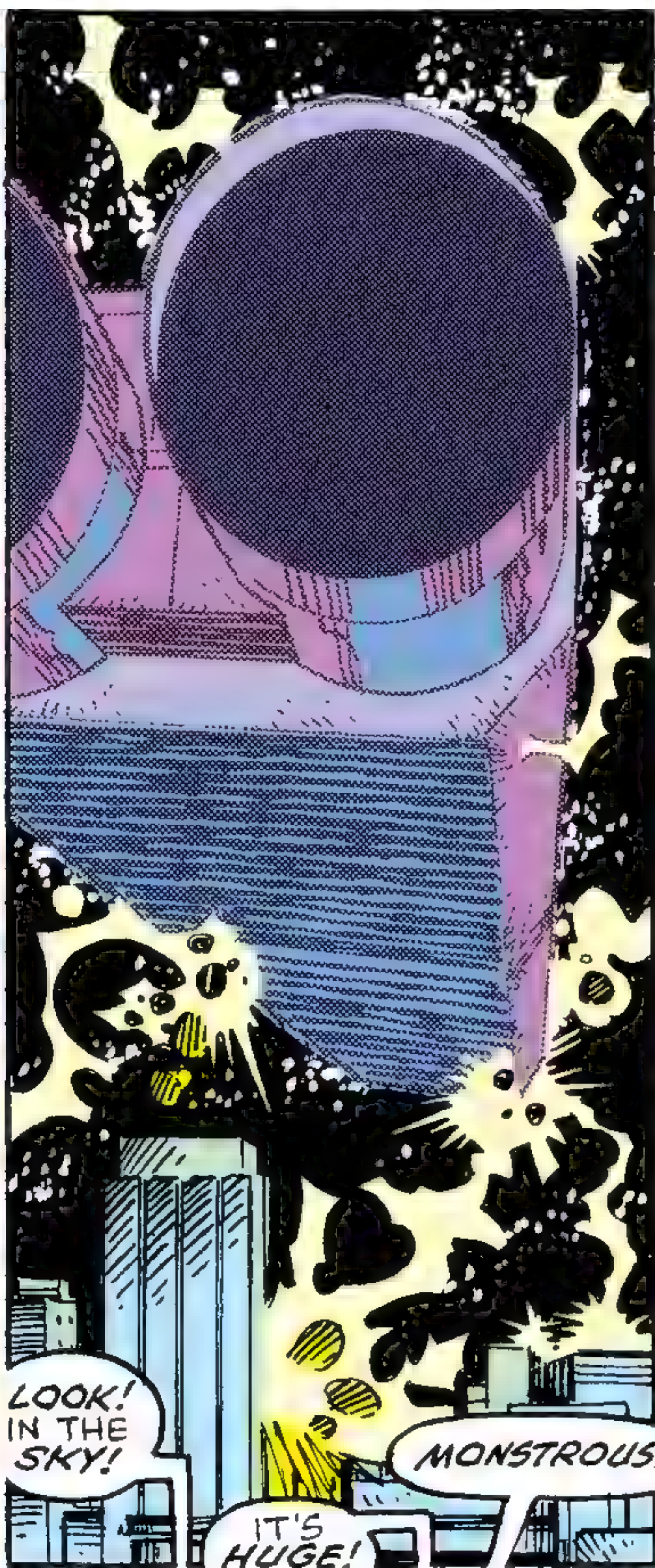
OBSERVE! THEIR
POLITICIANS MAKE
SPEECHES, DEMAND-
ING THAT THESE
DANGEROUS MUTANTS
WHO ATTACK THEIR
CITY BE REGISTERED.

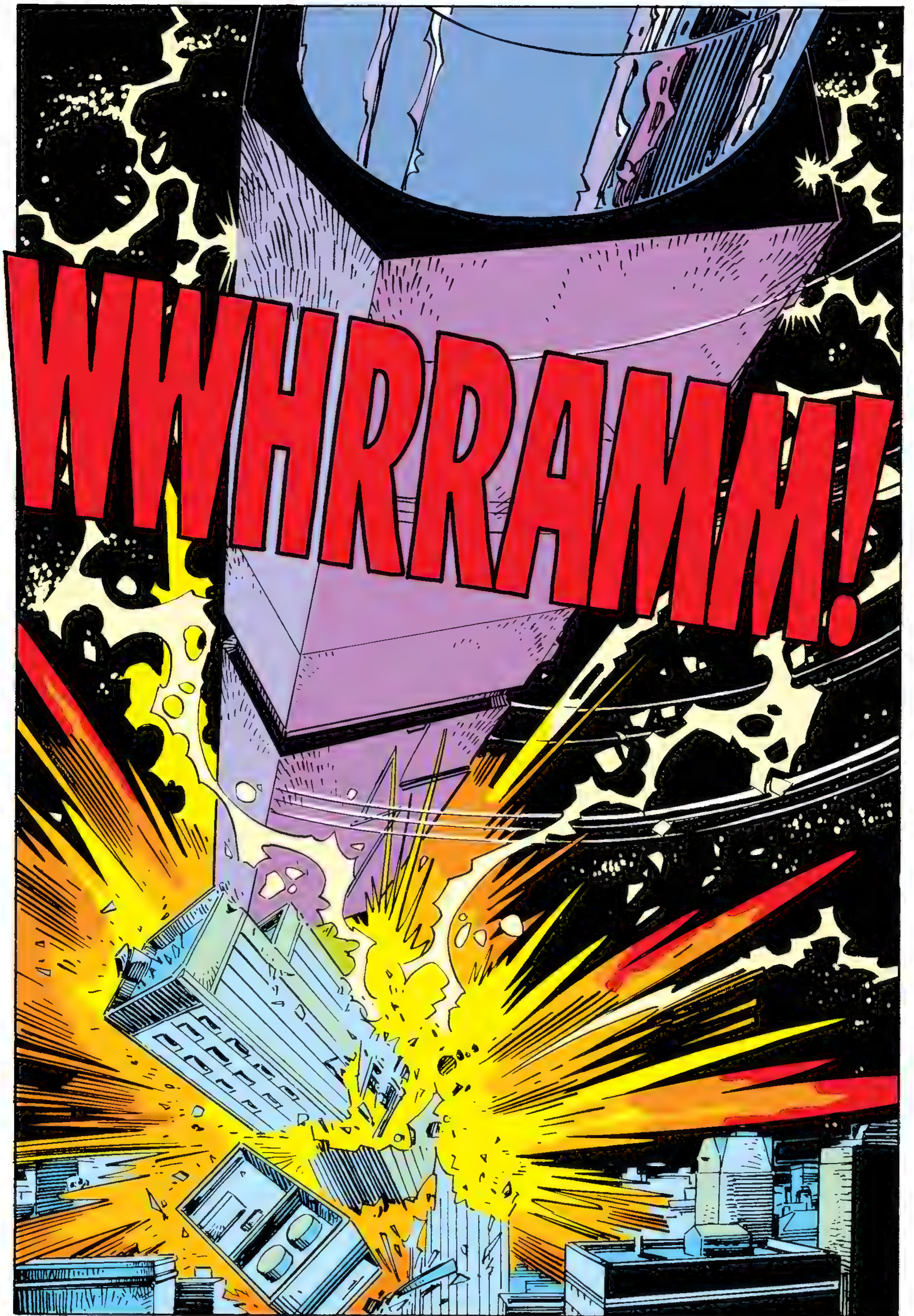
THE
BLITHERING
FOOLS.

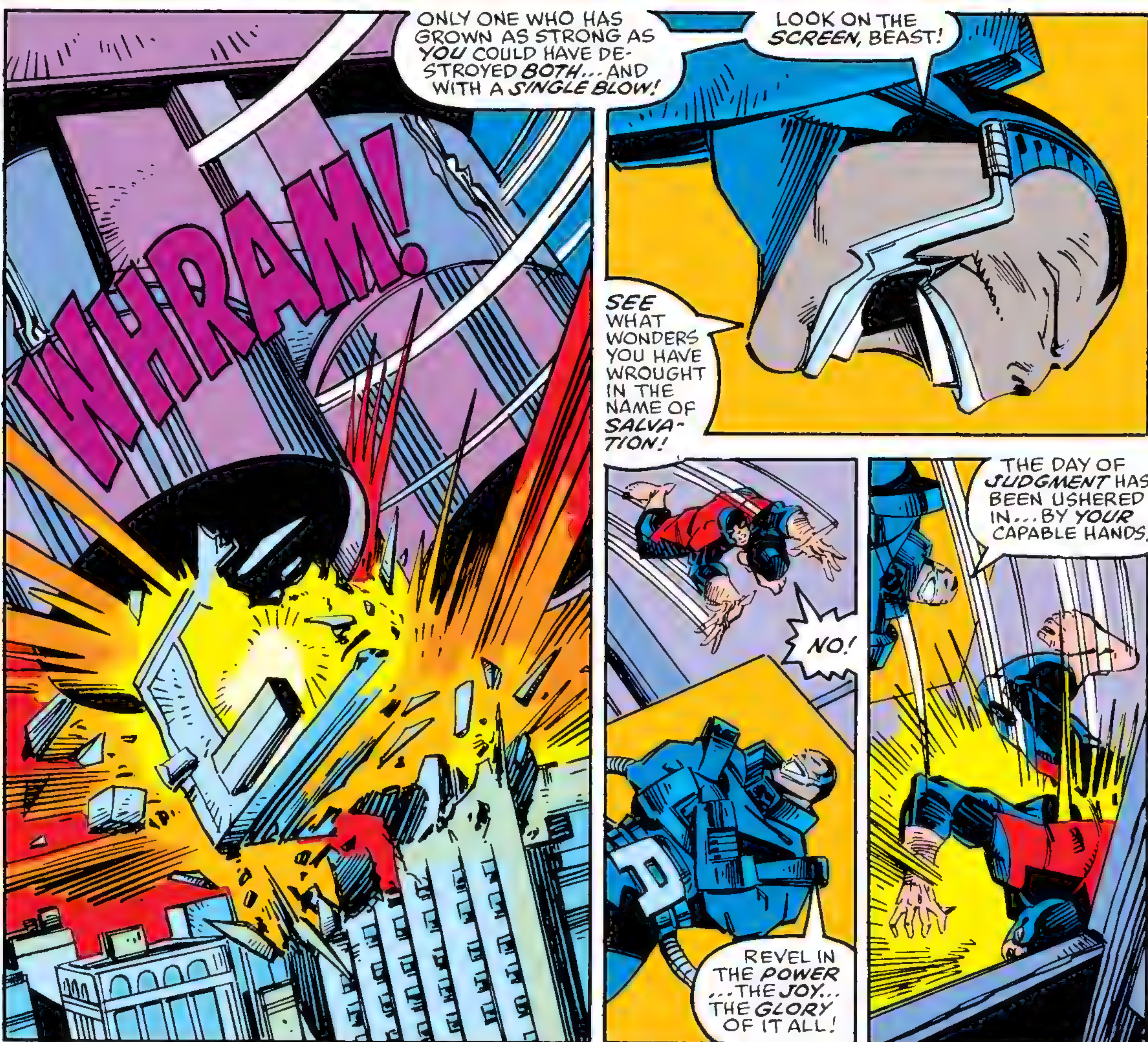
AS IF
WRITING
OUR NAMES
ON A LIST WILL
GIVE THEM CON-
TROL OVER US!

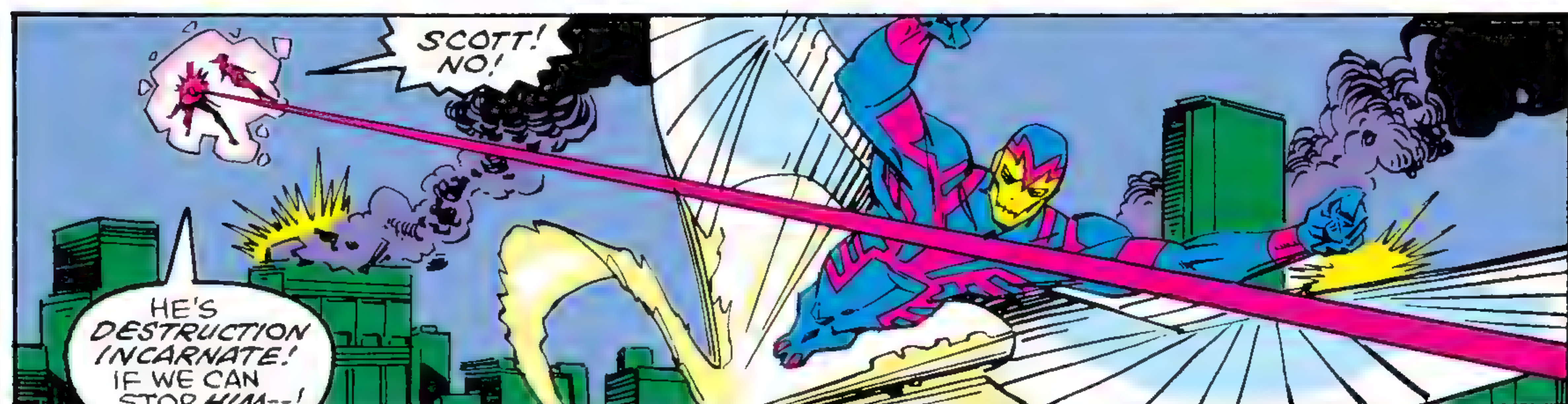
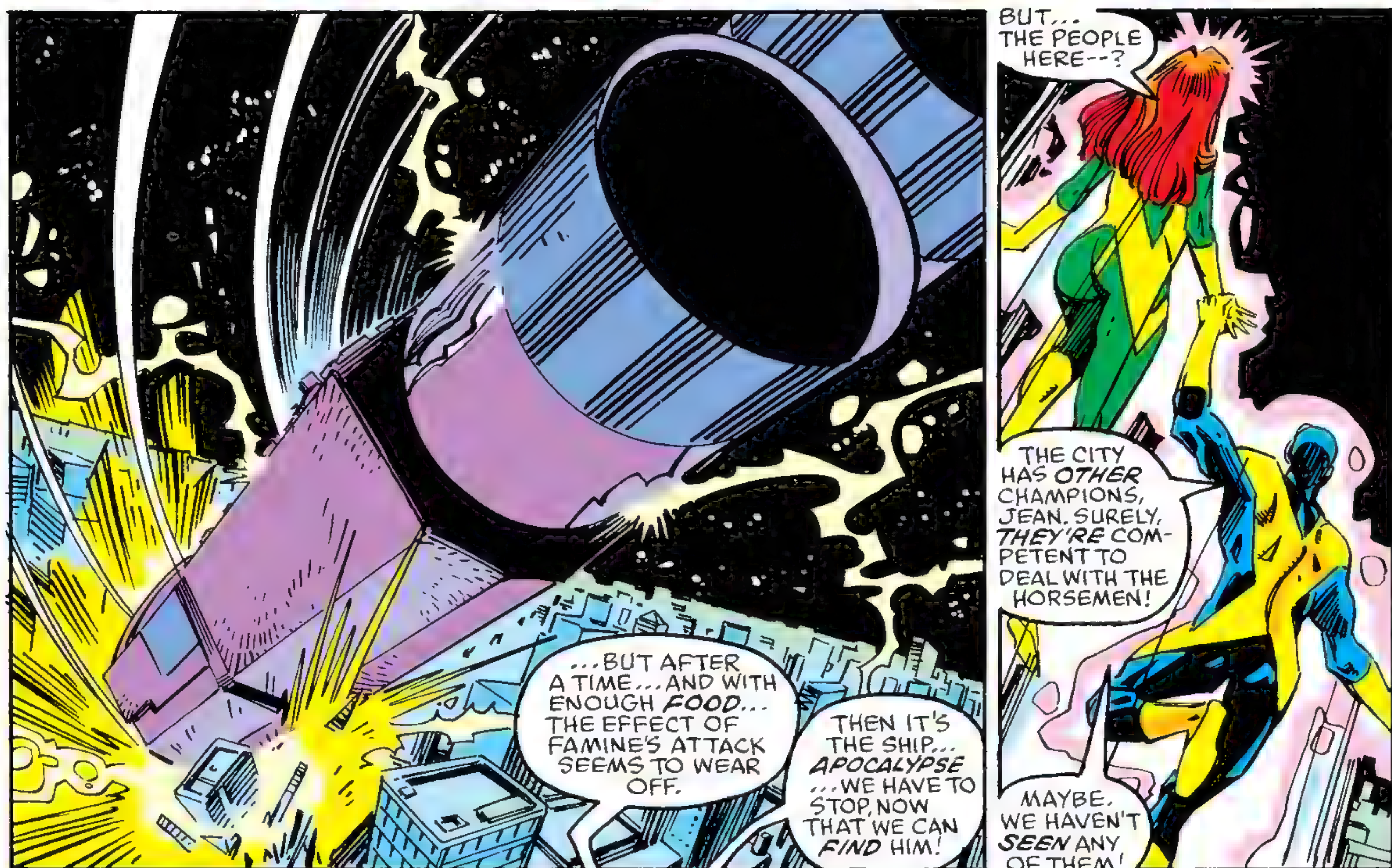
WHAKT!







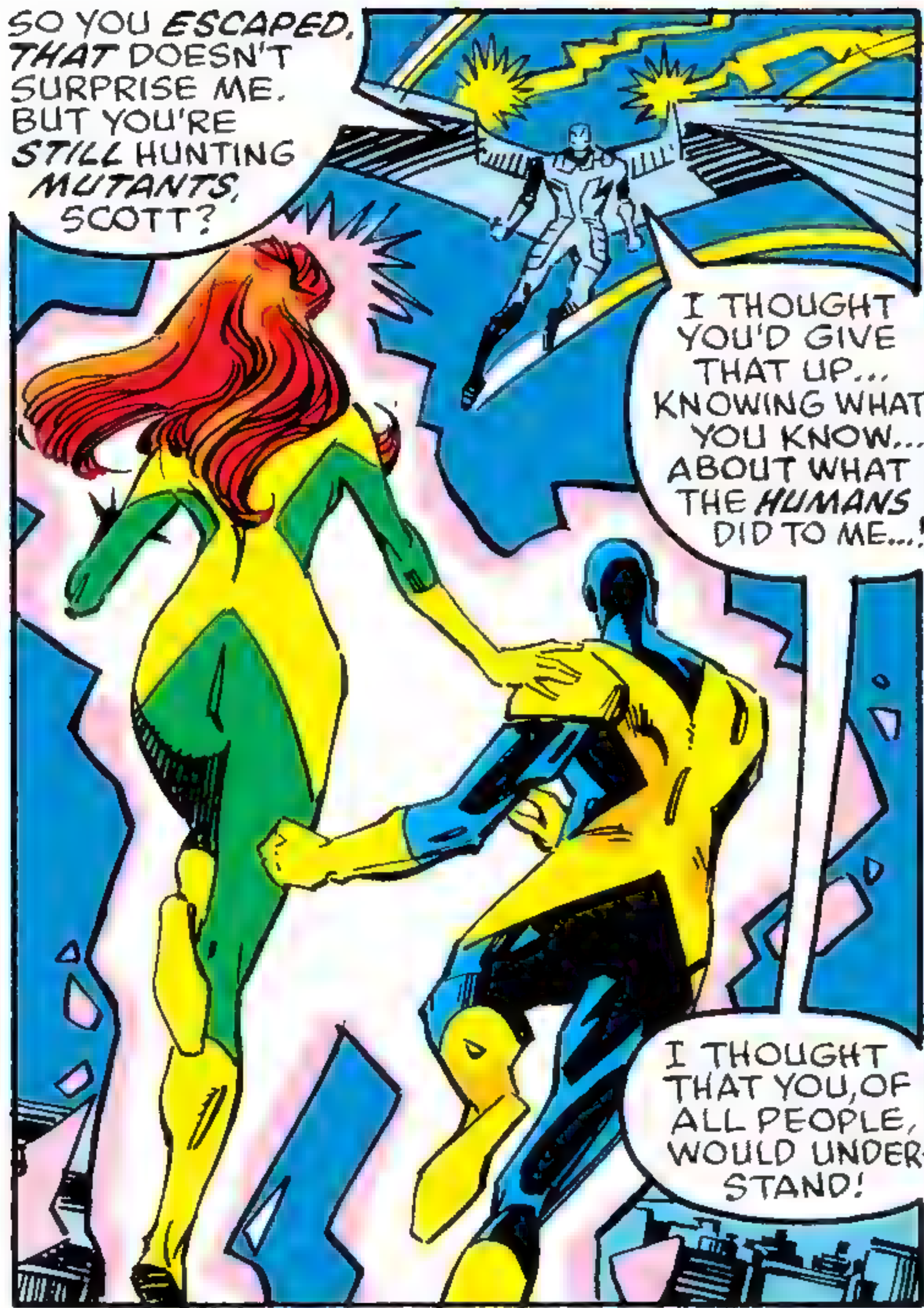




SO YOU *ESCAPED*. THAT DOESN'T SURPRISE ME. BUT YOU'RE *STILL* HUNTING *MUTANTS*, SCOTT?

I THOUGHT YOU'D GIVE THAT UP... KNOWING WHAT YOU KNOW... ABOUT WHAT THE *HUMANS* DID TO ME...!

I THOUGHT THAT YOU, OF ALL PEOPLE, WOULD UNDERSTAND!



SCOTT, HE *HATES* HUMANS. WHO CAN BLAME HIM? BUT HE DOESN'T... HE CAN'T HATE *US*!

SKREEEE!

YEIII!



SCOTT!

DON'T KID YOURSELF!



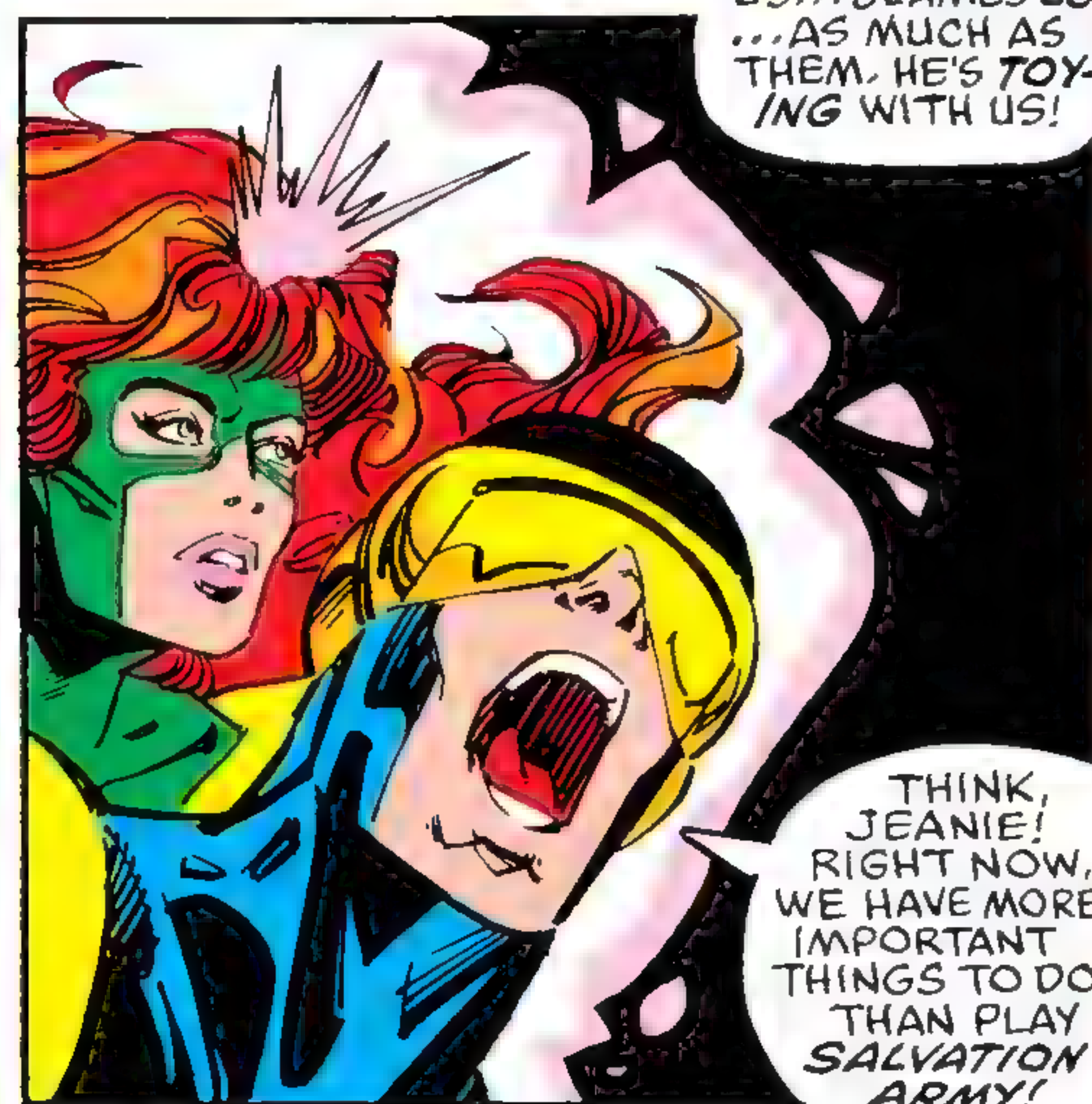
HE COULD HAVE *KILLED* US WITH THOSE WINGS. AND HE *DIDN'T*!

WE'VE GOT TO HELP HIM, SCOTT, FREE HIM FROM WHATEVER INFLUENCE APOCALYPSE HAS OVER HIM.



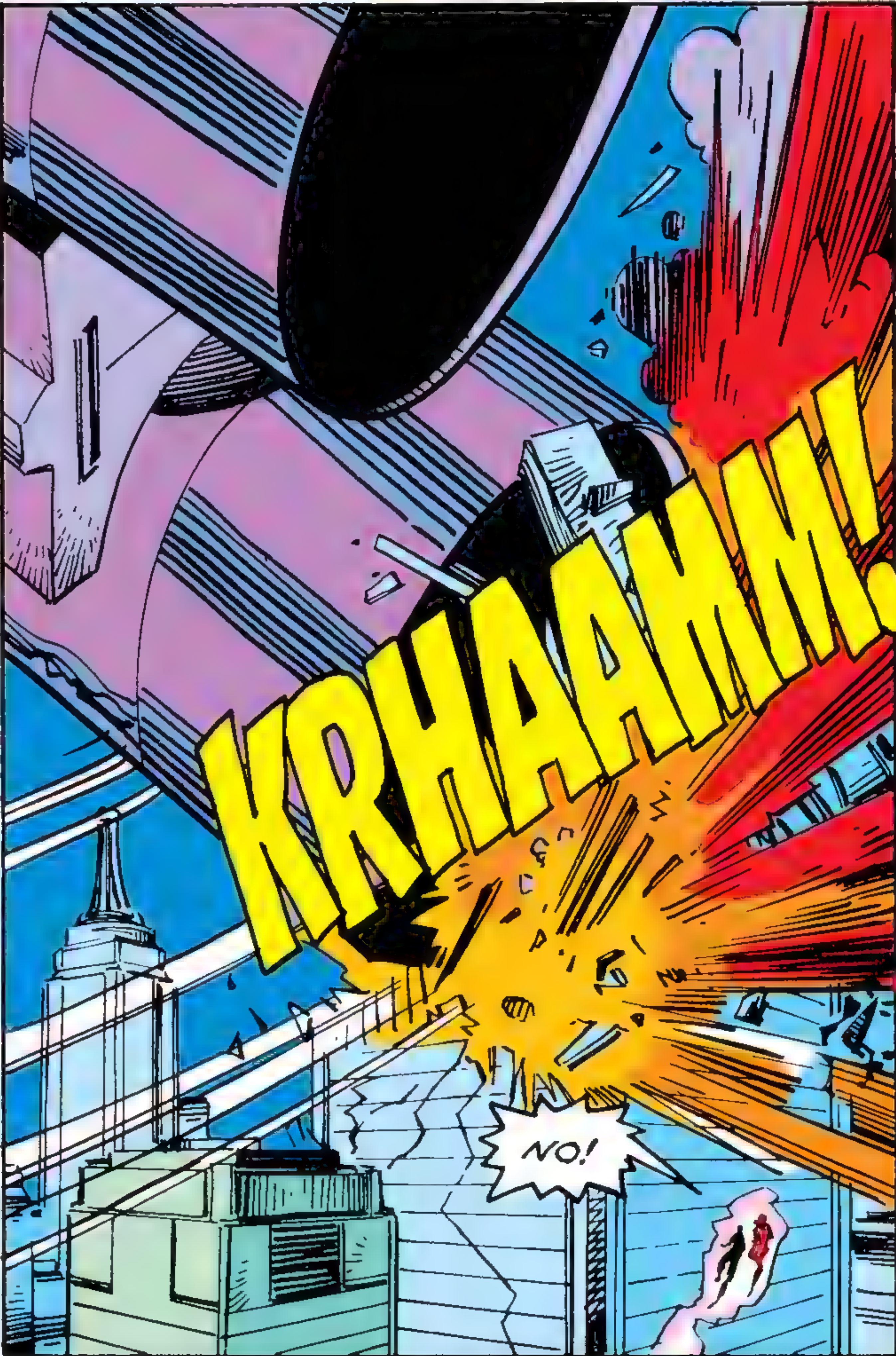
JEAN, LISTEN TO ME! HE *HATES* US... BLAMES US... AS MUCH AS THEM. HE'S *TOYING* WITH US!

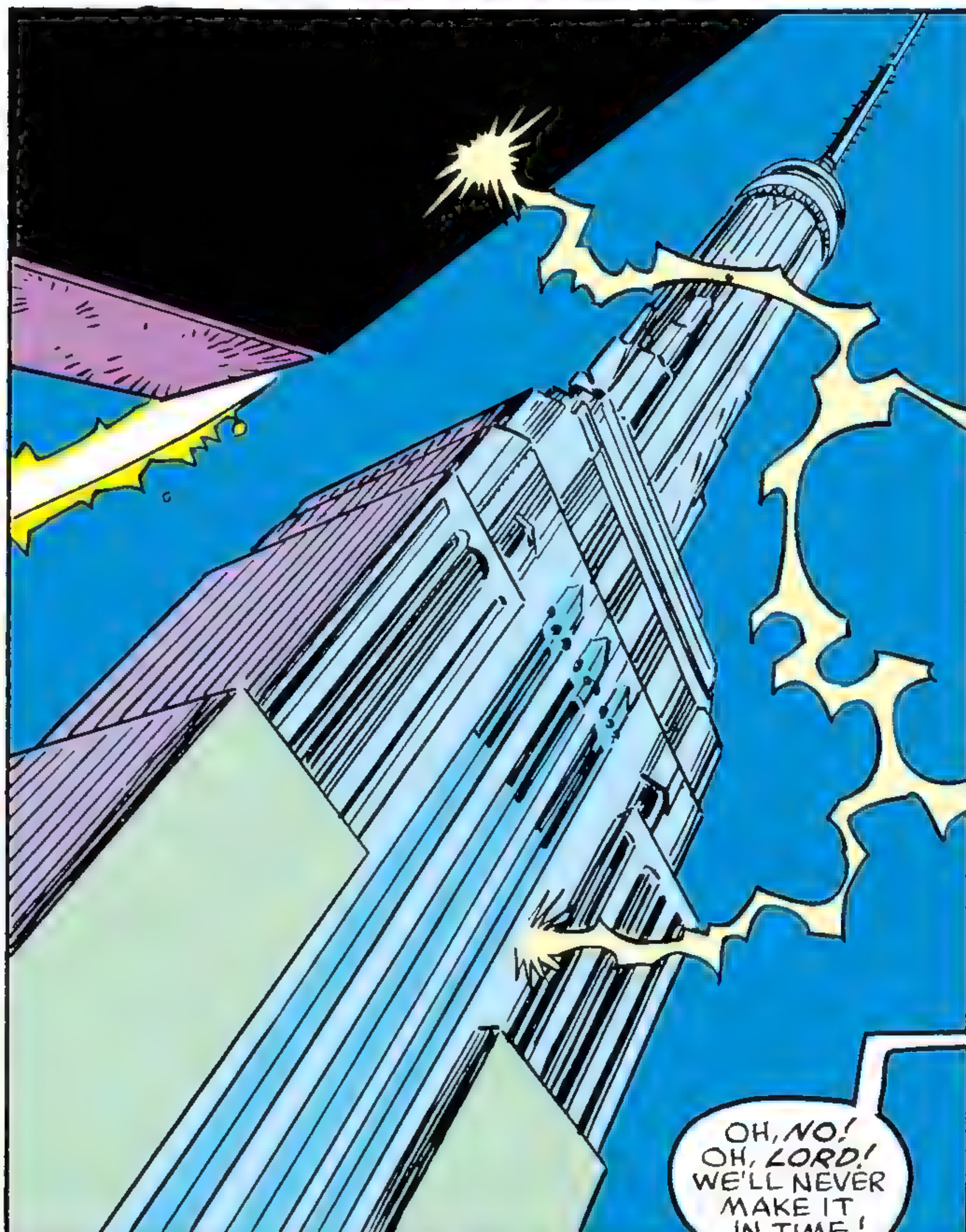
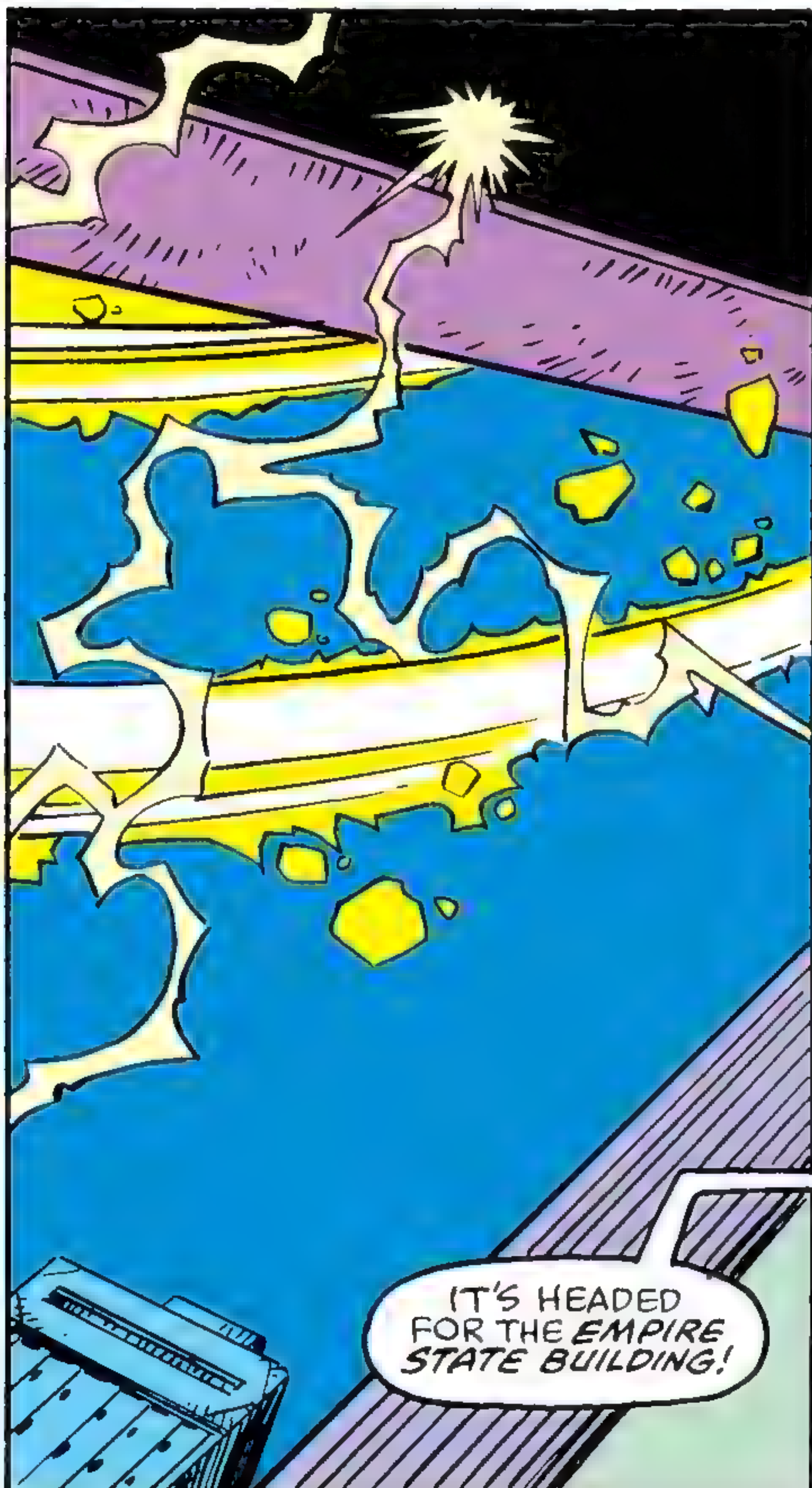
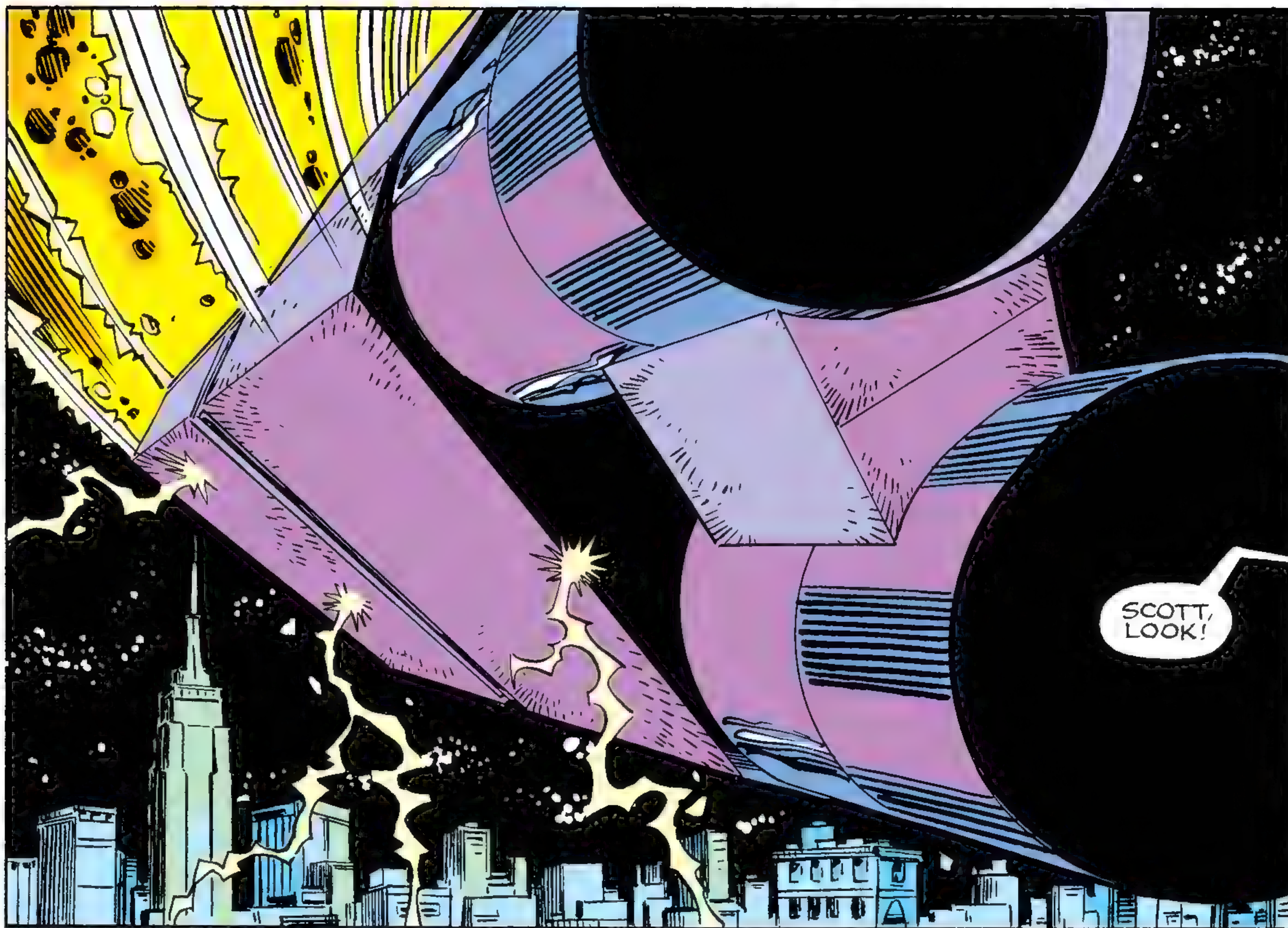
THINK, JEANIE! RIGHT NOW, WE HAVE MORE IMPORTANT THINGS TO DO THAN PLAY *SALVATION* ARMY!

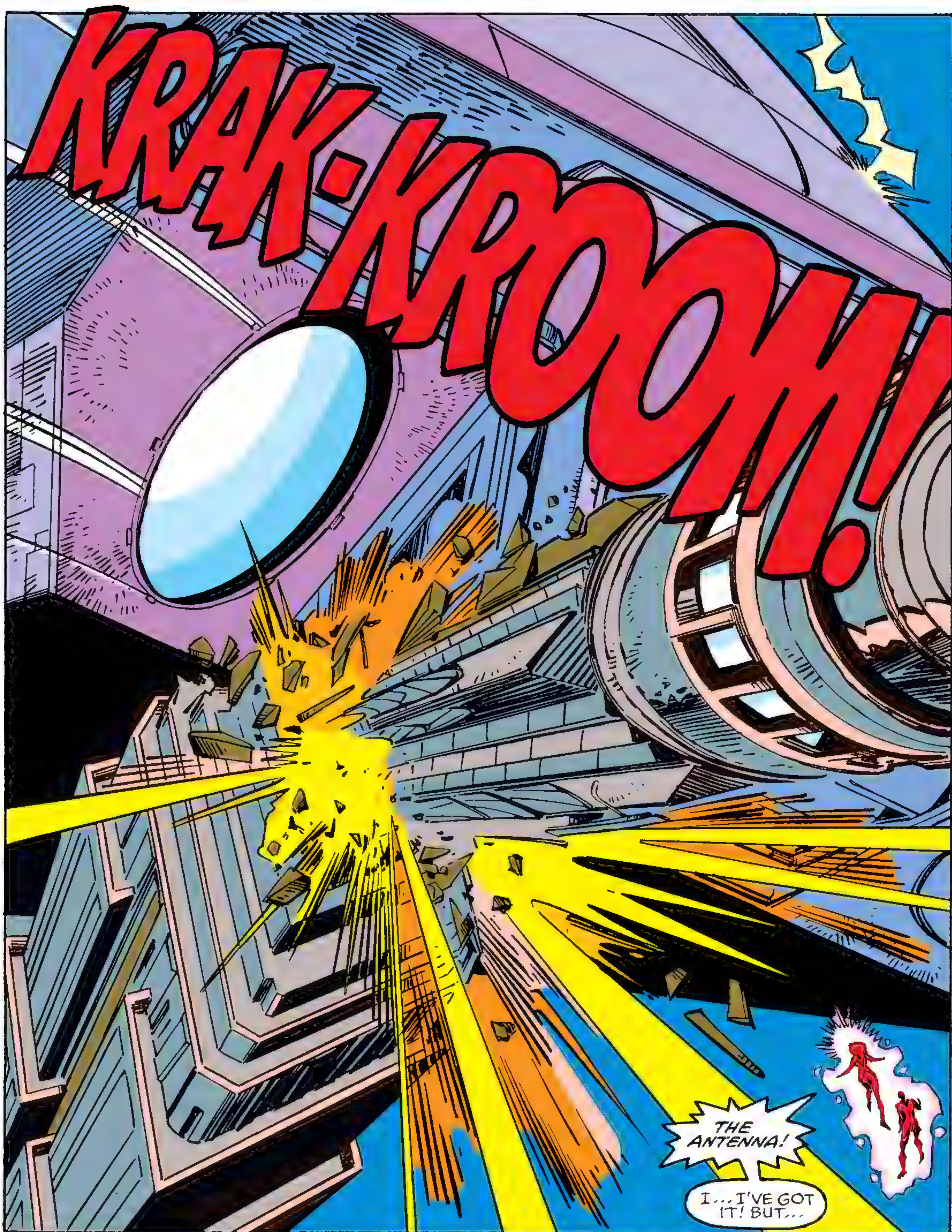


KRRRAAHHH!

NO!





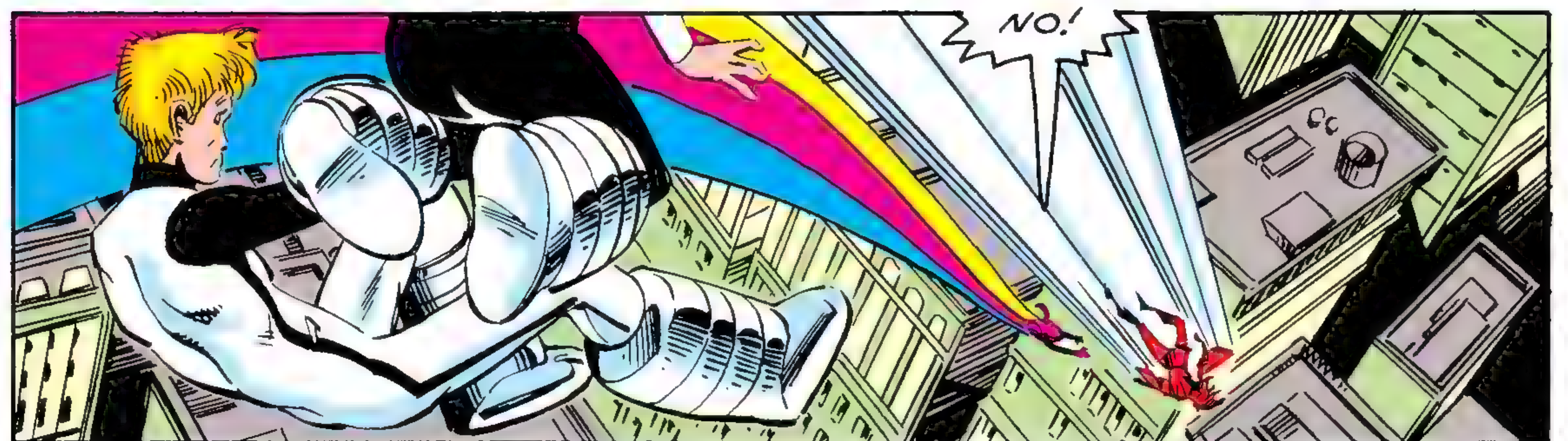
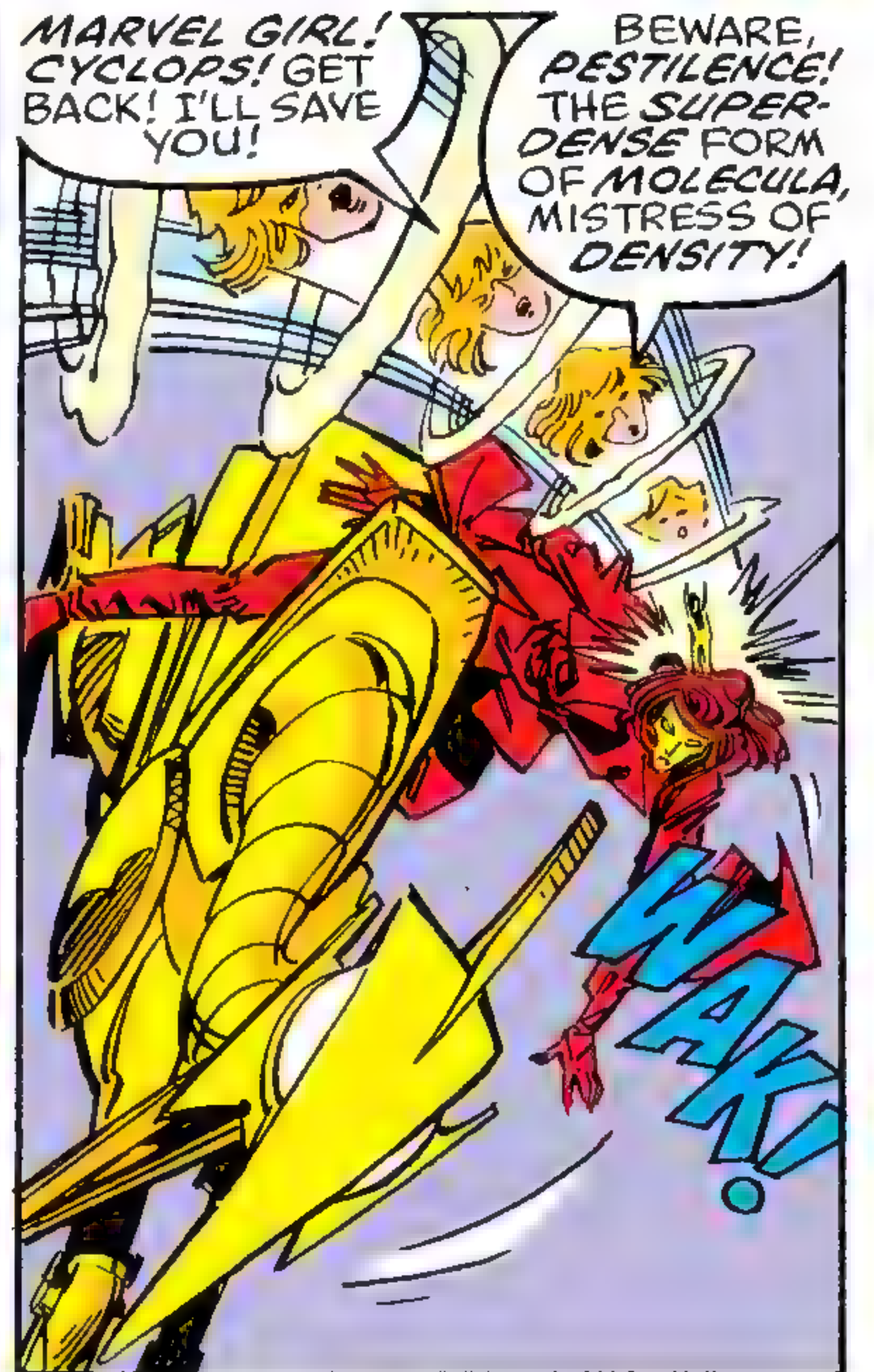
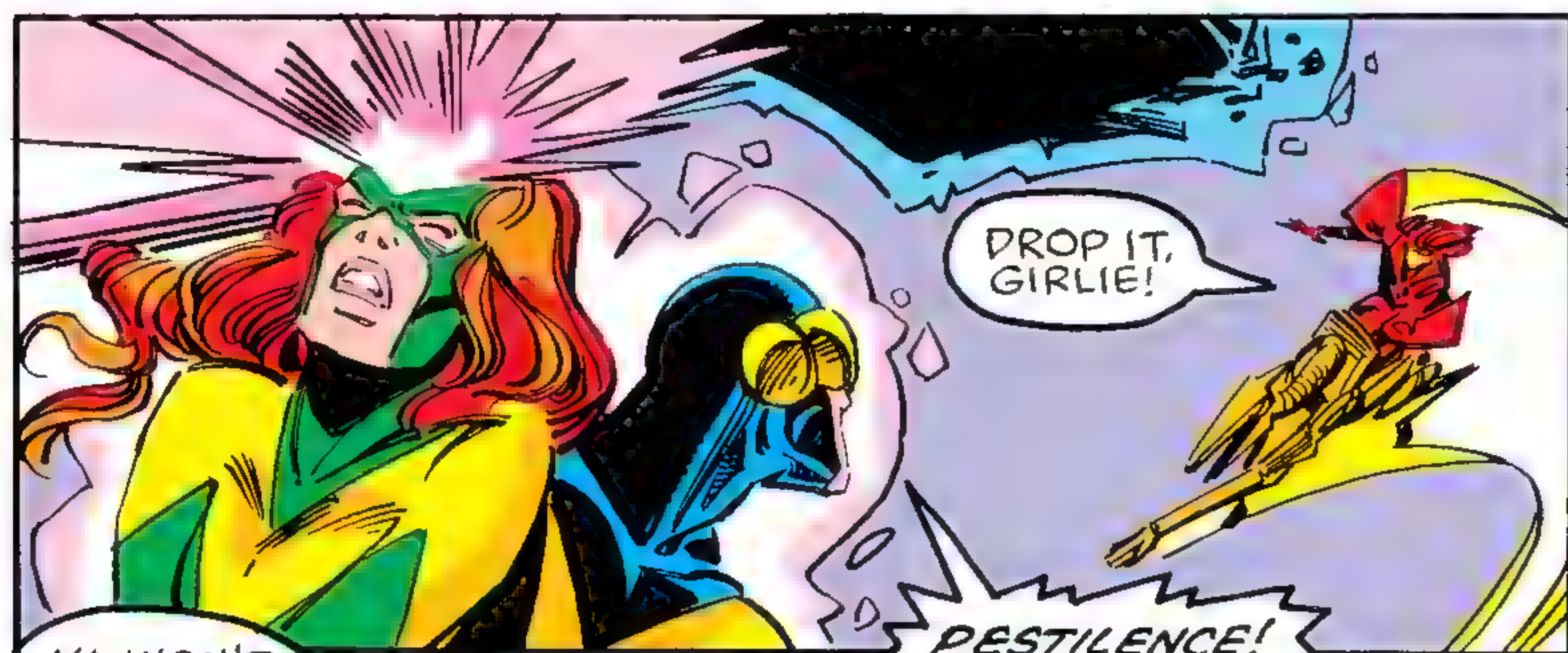
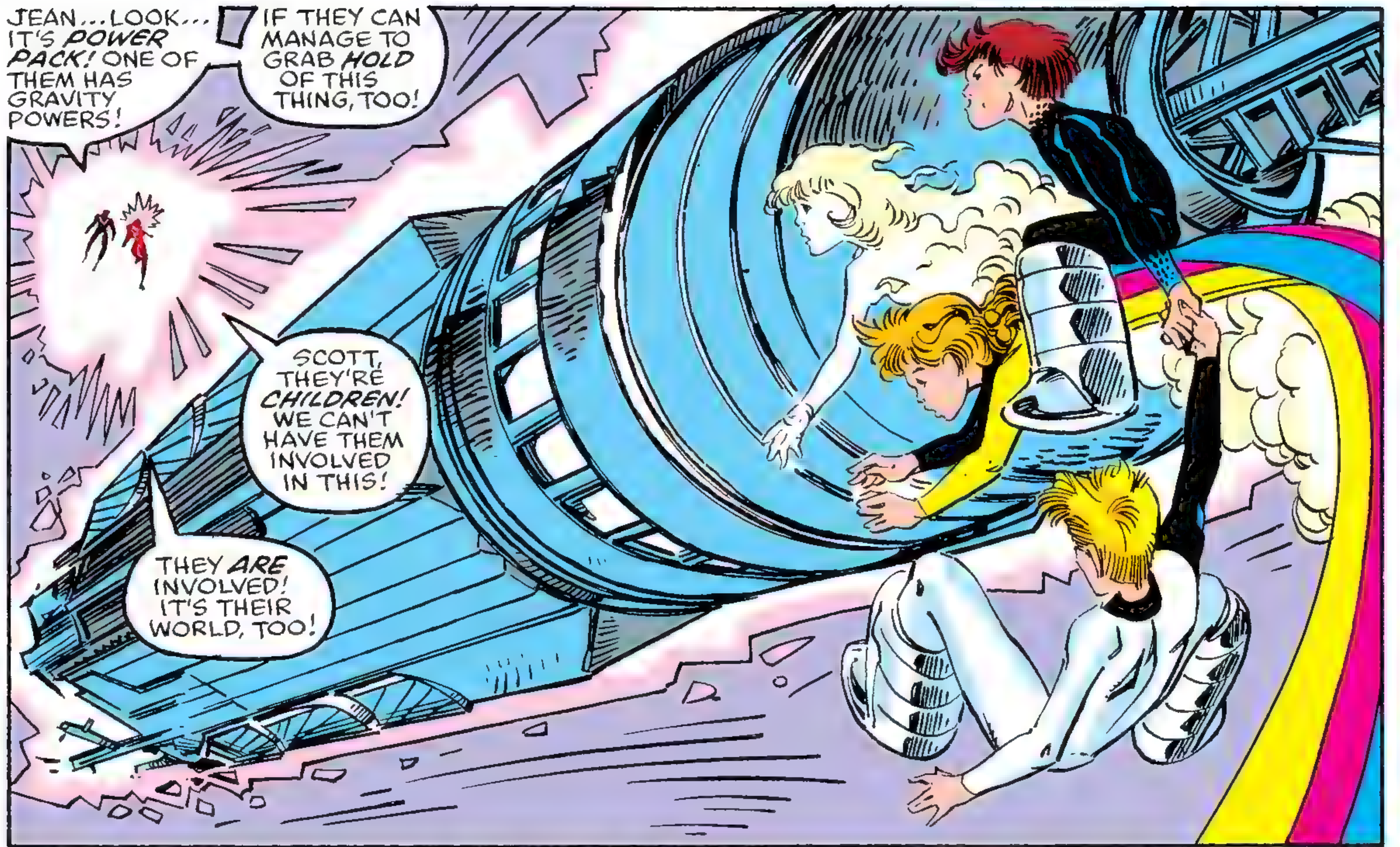


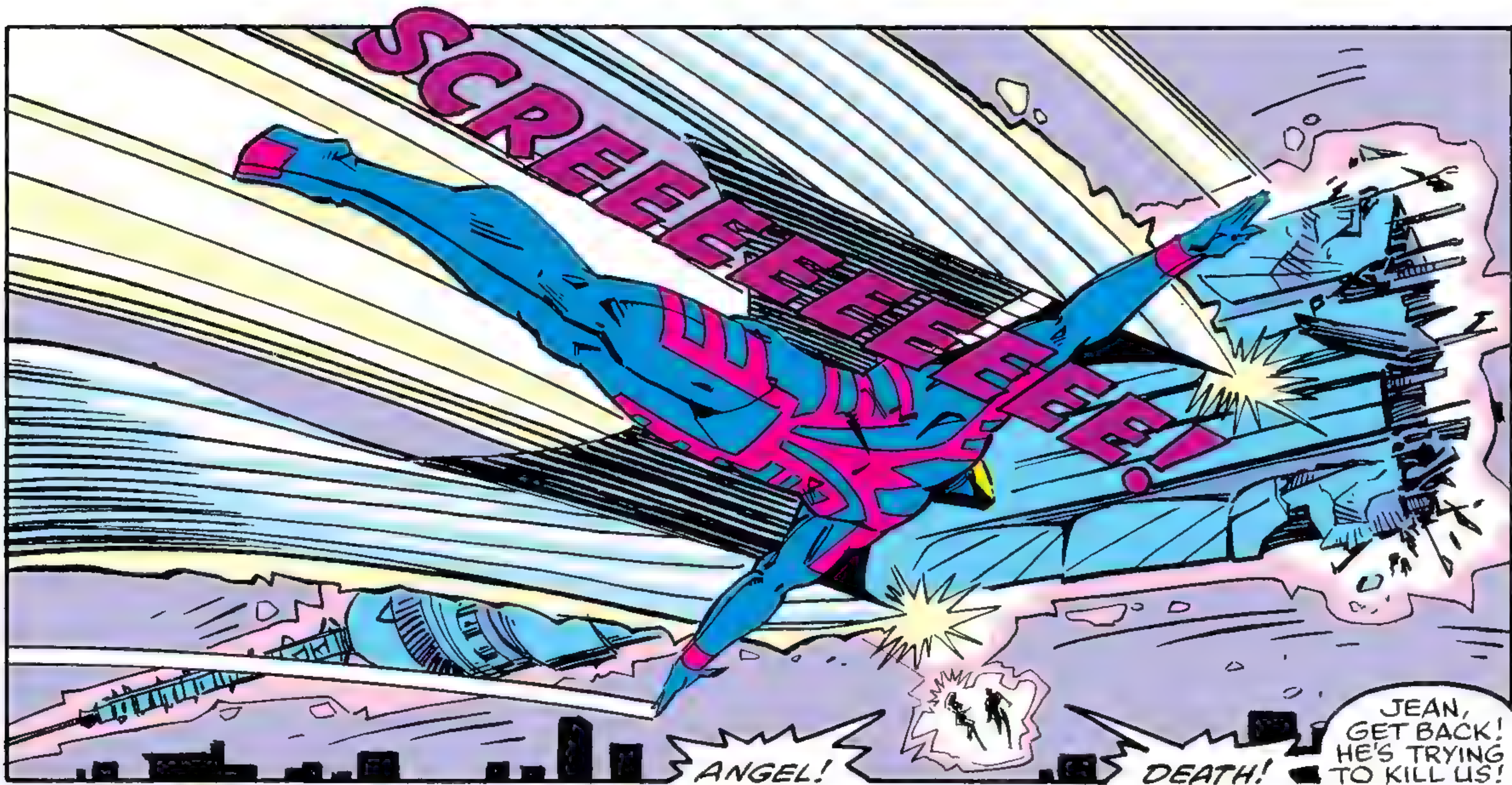
IT WEIGHS... TONS!
THOUSANDS OF TONS...
PLUS ITS MOMENTUM...
DRIVING US DOWN...
LIKE A HAMMER!

THERE ARE
PEOPLE
DOWN THERE!

SCOTT... I...
I DON'T KNOW IF
I CAN HOLD IT!



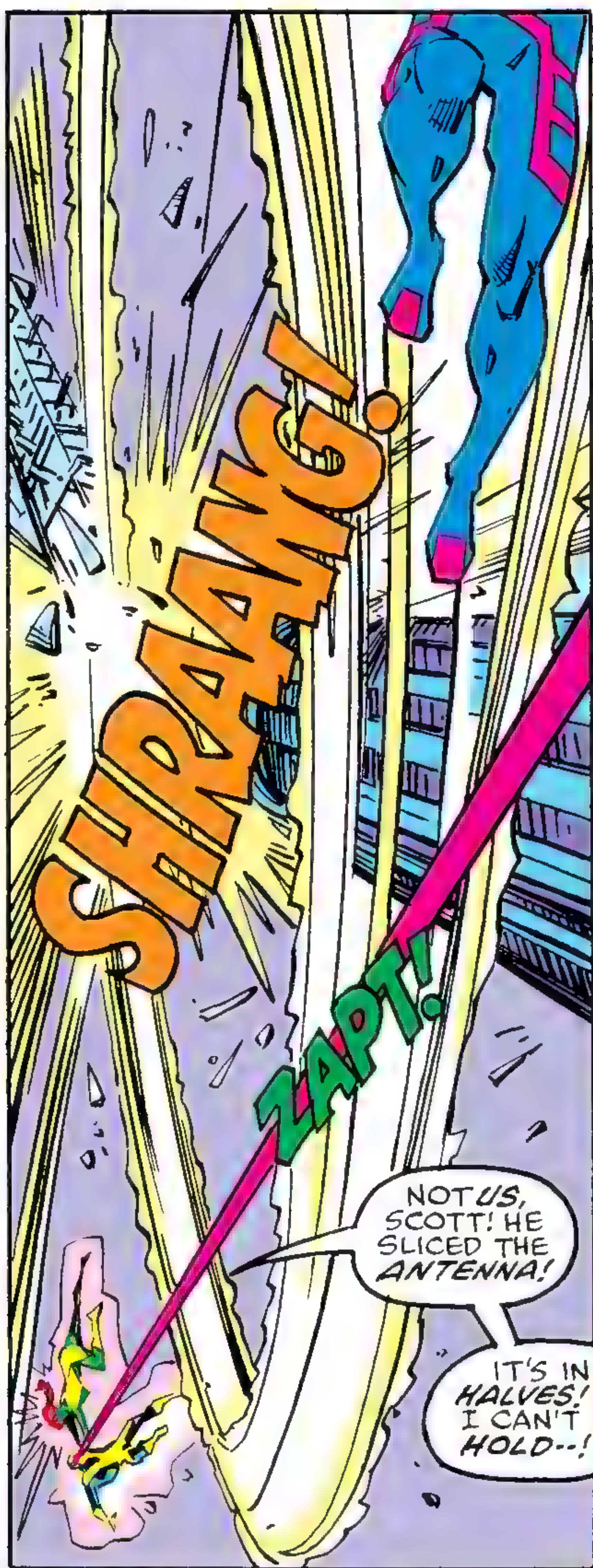




ANGEL!

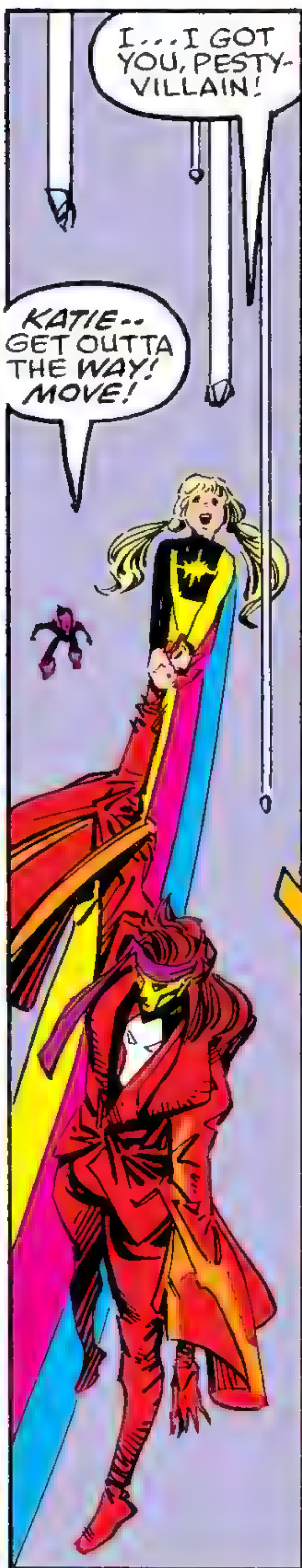
DEATH!

JEAN, GET BACK! HE'S TRYING TO KILL US!



NOT US, SCOTT! HE SLICED THE ANTENNA!

IT'S IN HALVES! I CAN'T HOLD--!



I... I GOT YOU, PESTY-VILLAIN!

KATIE-- GET OUTTA THE WAY! MOVE!



OH NO! OH GOSH!

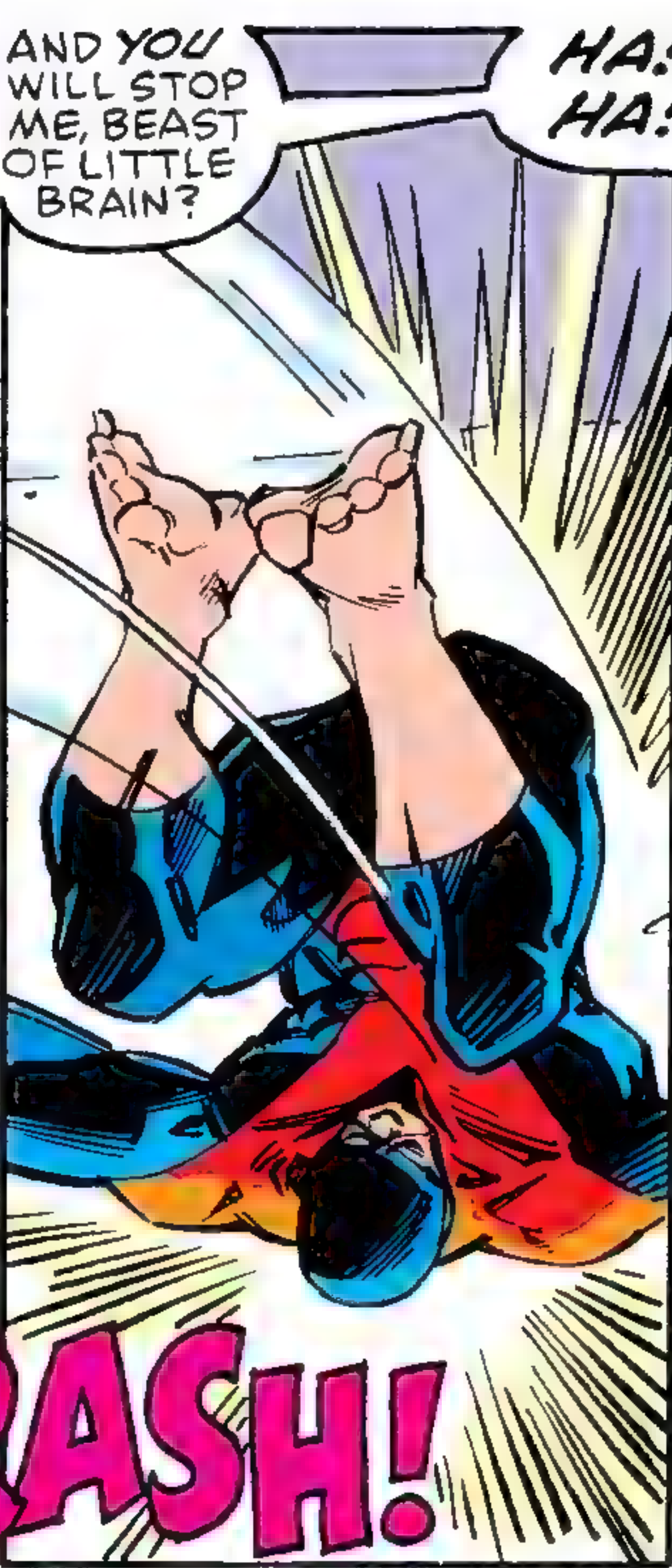


WHILE HIGH OVERHEAD, APOCALYPSE'S SHIP TUMBLES OUT OF CONTROL...



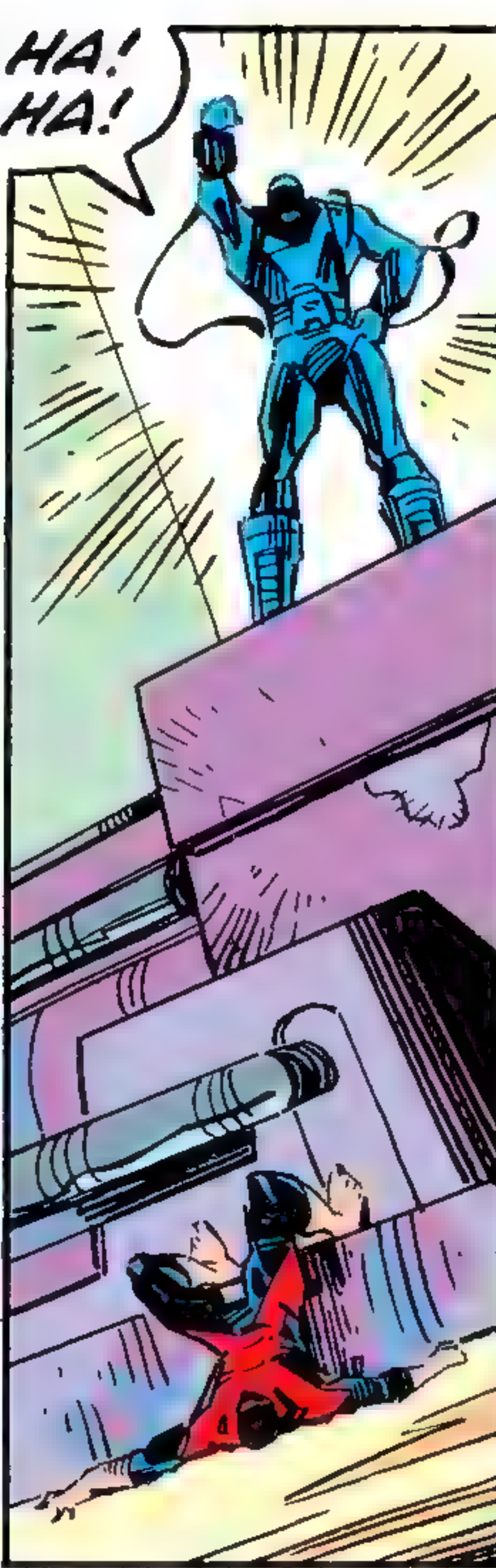
YOU'RE NOT GONNA GET AWAY WITH THIS, APOCALYPSE!

OH, REALLY?

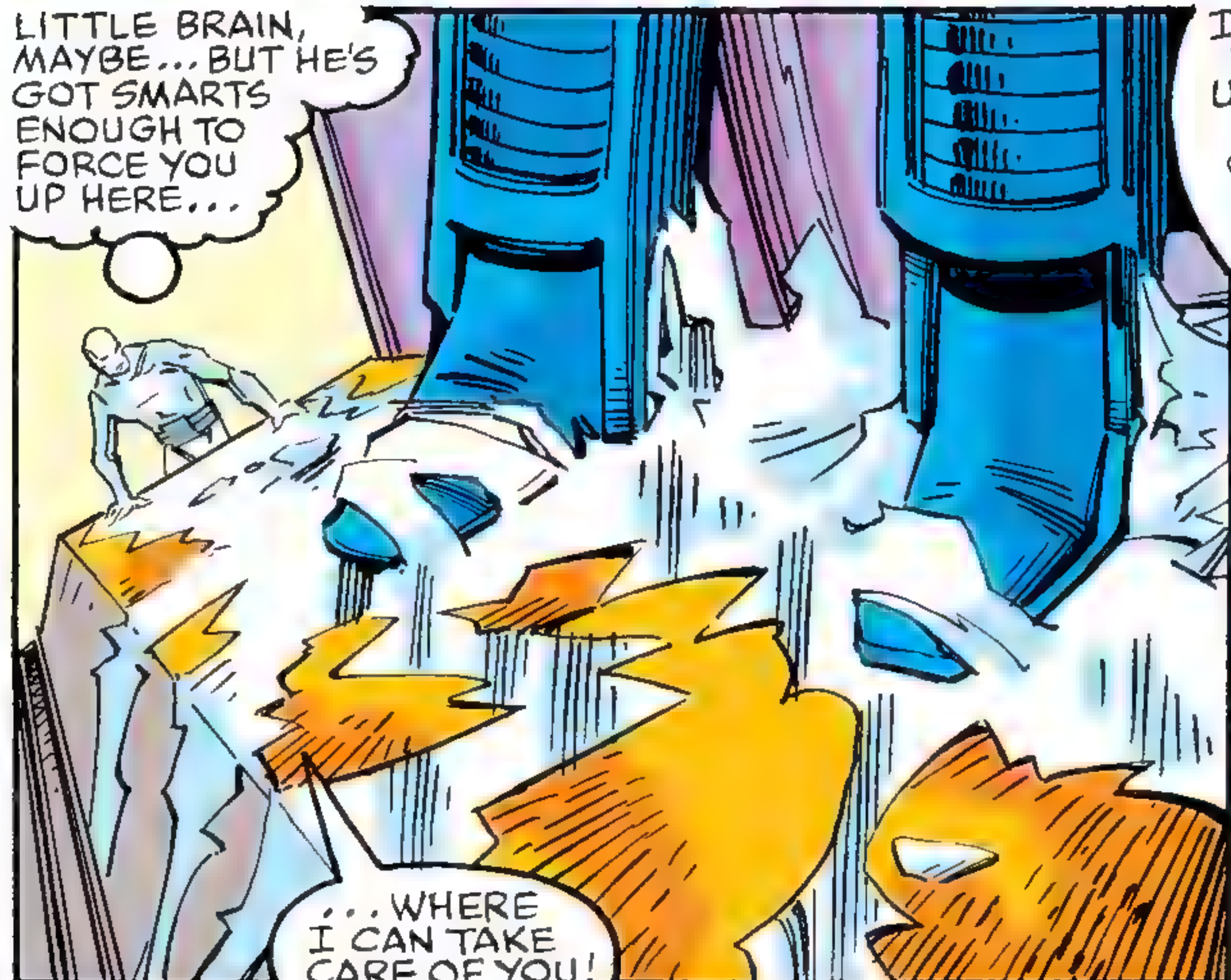


AND YOU WILL STOP ME, BEAST OF LITTLE BRAIN?

CRASH!



HA! HA! HA! HA!



LITTLE BRAIN, MAYBE... BUT HE'S GOT SMARTS ENOUGH TO FORCE YOU UP HERE...

...WHERE I CAN TAKE CARE OF YOU!



I...THOUGHT YOU WERE... UNCONSCIOUS. A MIS... CALCULATION. SO COLD... CAN BARELY MOVE...

... BUT THE BAREST MOVEMENT...



...WILL BE ENOUGH!

SKRASH!



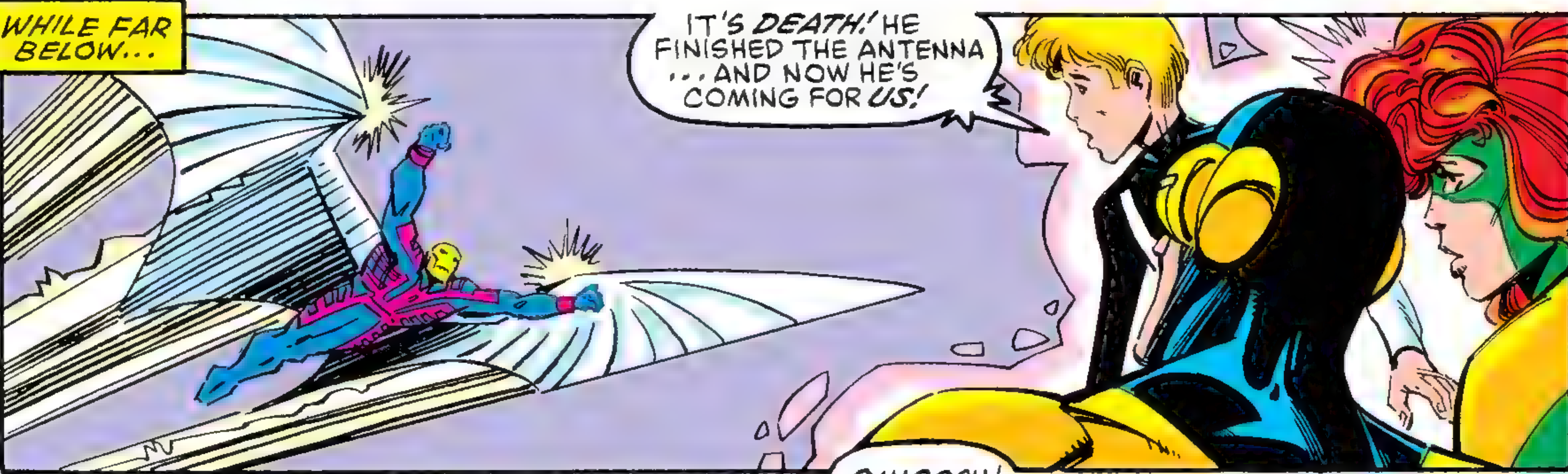
A BETTER EFFORT, ICEMAN! BOTH YOU AND YOUR COMPANION BEGIN TO REALIZE YOUR POTENTIAL.

AND THAT IS WHY WE SHALL SHIFT THE GAME.

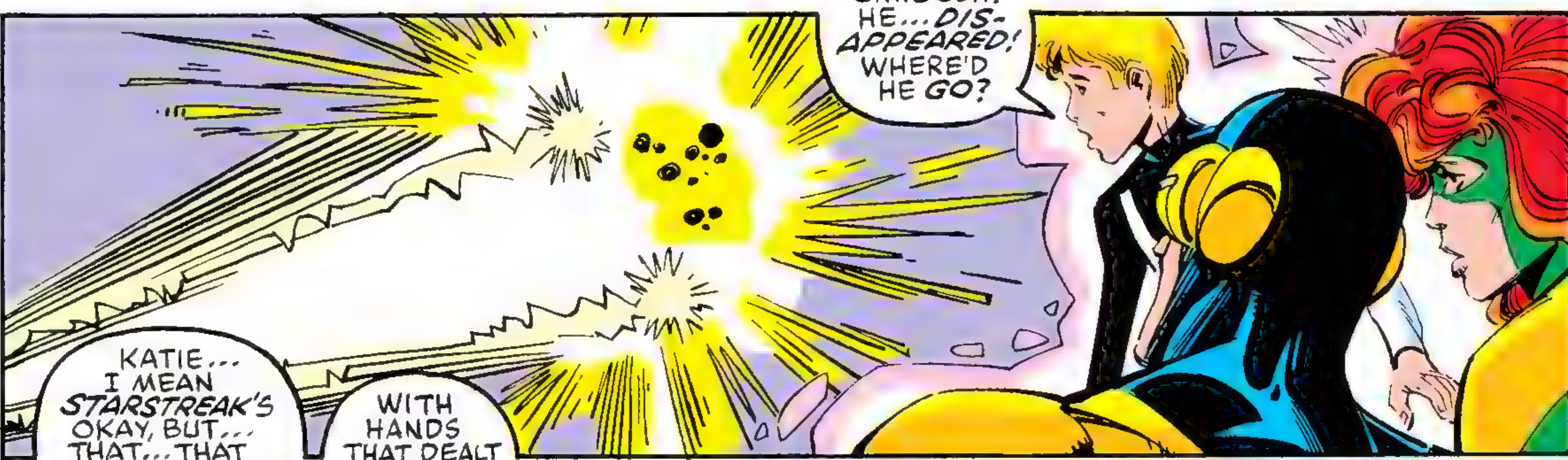
CHONK!

YOU HAVE NOW REACHED THE SECOND LEVEL OF DIFFICULTY!

WHILE FAR BELOW...



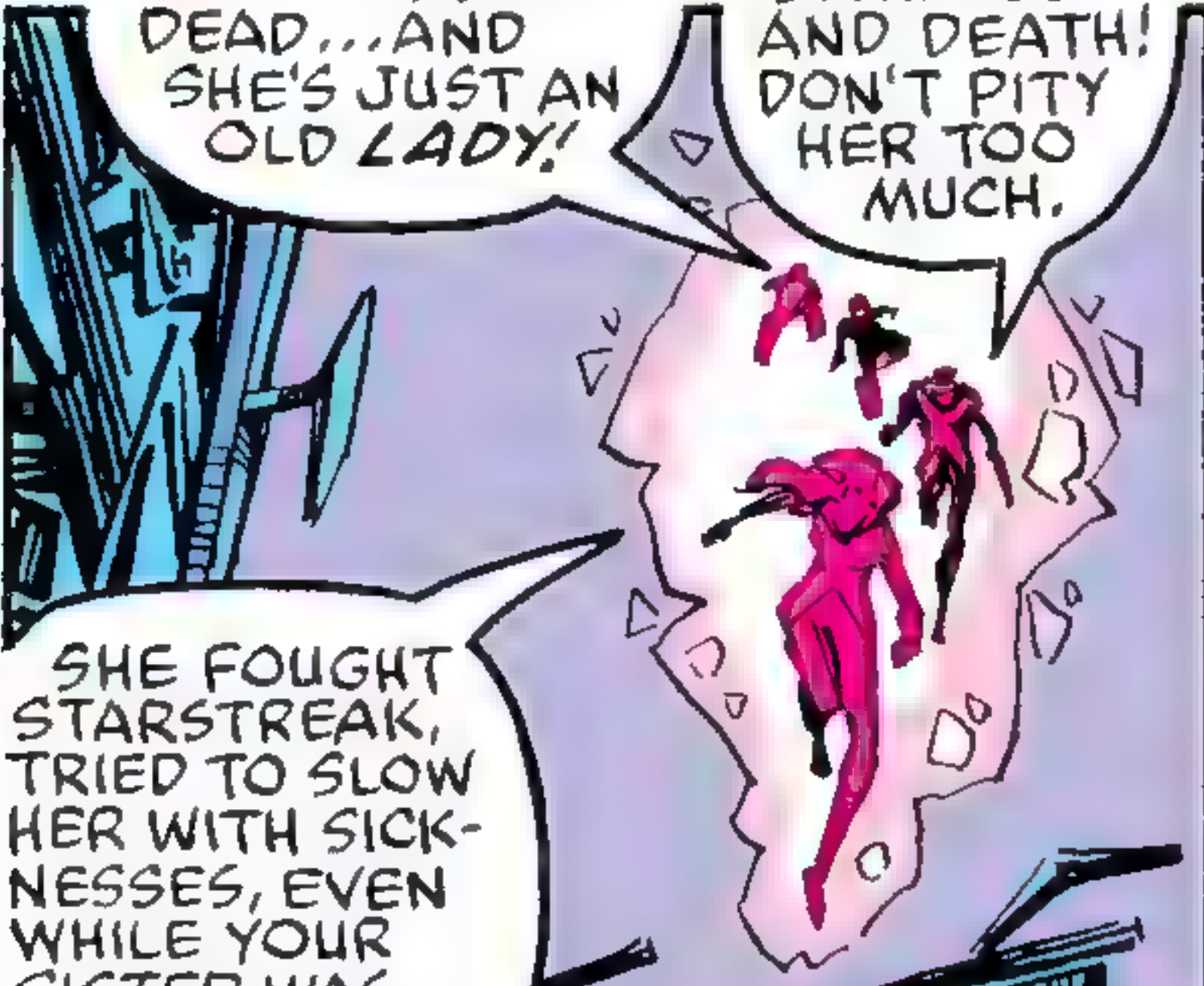
IT'S DEATH! HE FINISHED THE ANTENNA ... AND NOW HE'S COMING FOR US!



OMIGOSH! HE... DIS-APPEARED! WHERE'D HE GO?

KATIE... I MEAN STARSTREAK'S OKAY, BUT... THAT... THAT VILLAIN! SHE'S DEAD... AND SHE'S JUST AN OLD LADY!

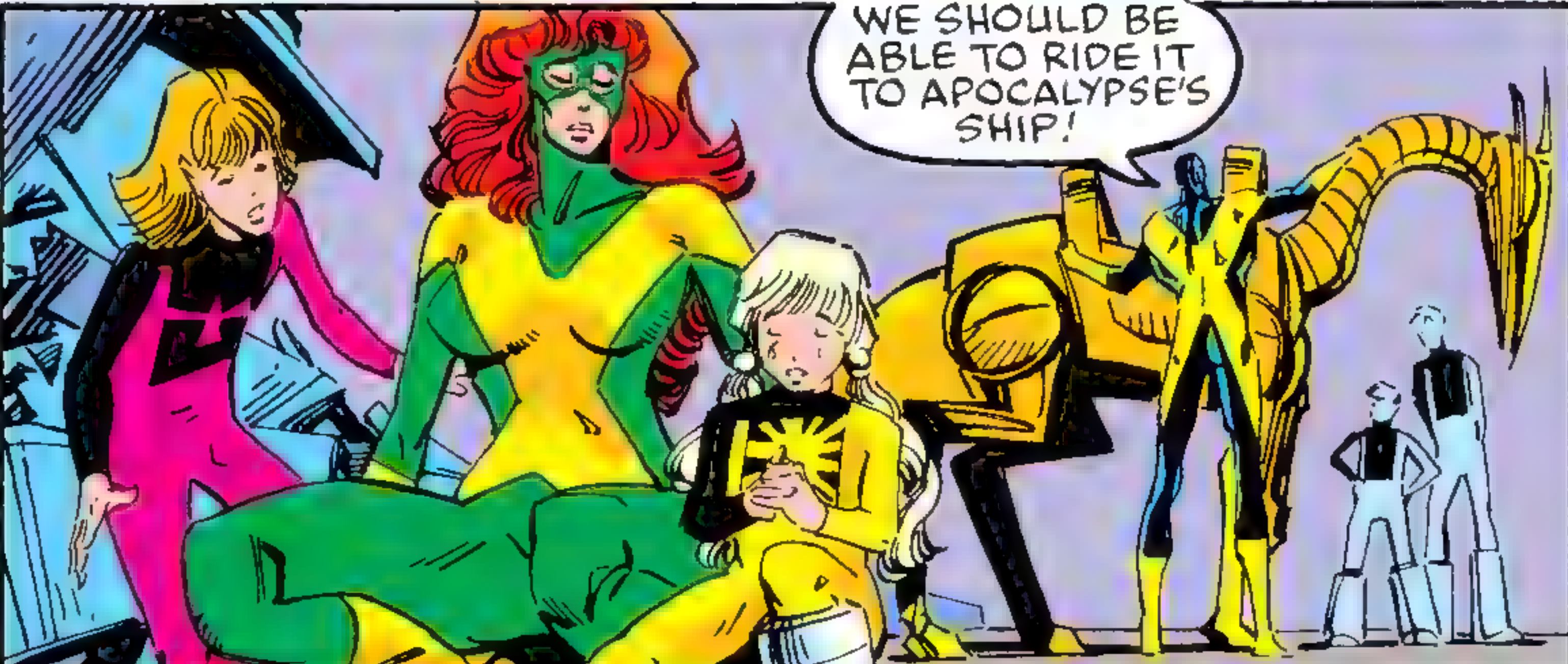
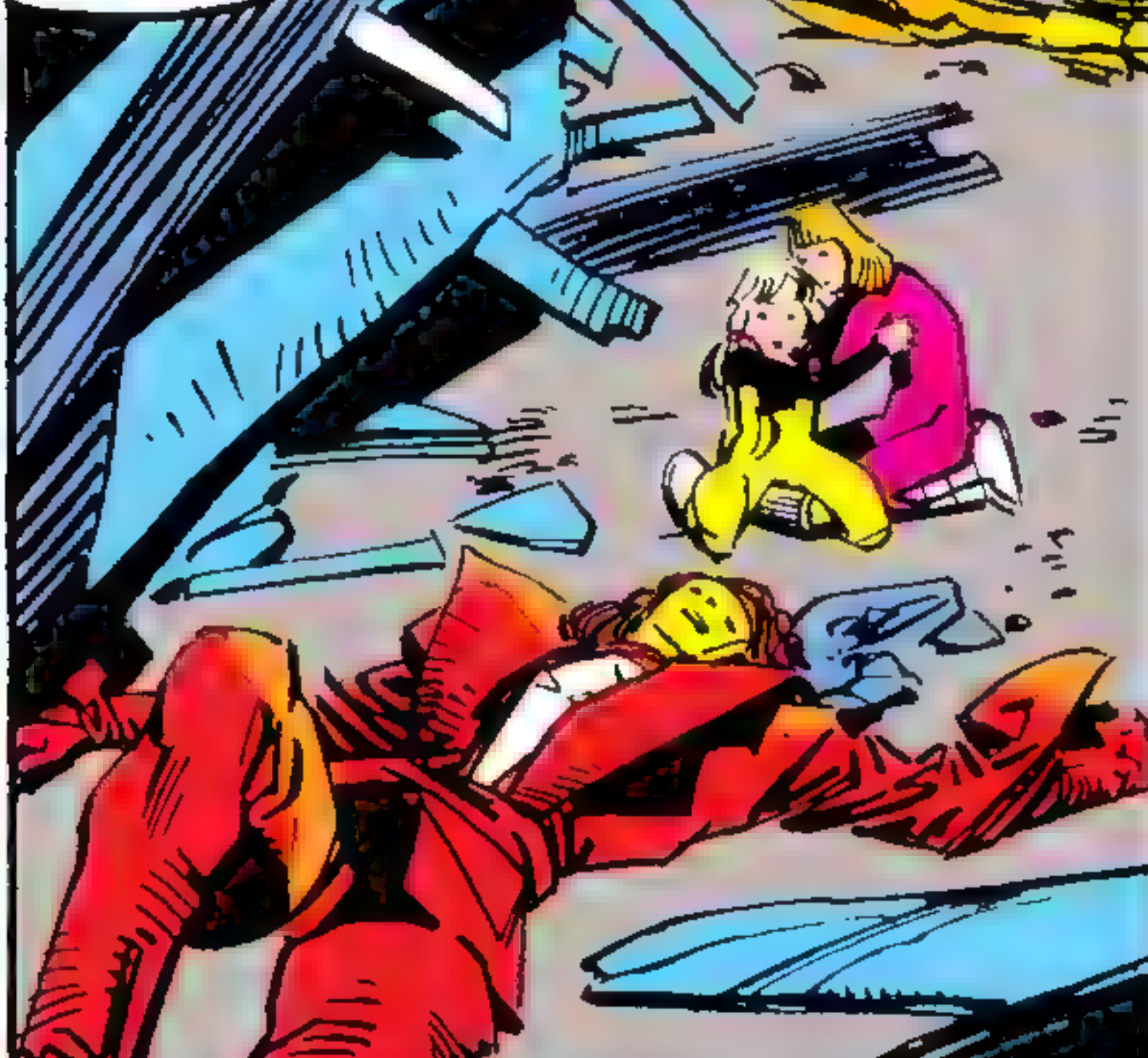
WITH HANDS THAT DEALT SICKNESS AND DEATH! DON'T PITY HER TOO MUCH.



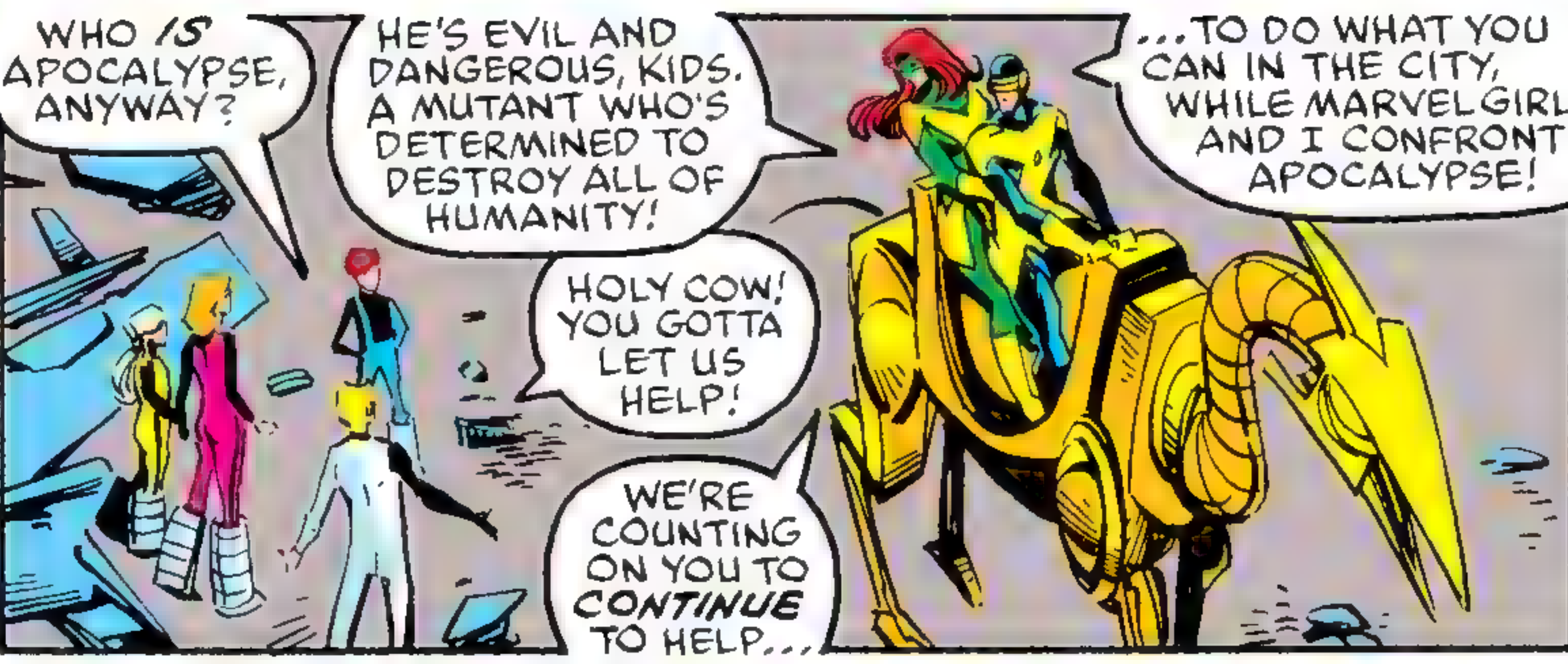
SHE FOUGHT STARSTREAK, TRIED TO SLOW HER WITH SICKNESSES, EVEN WHILE YOUR SISTER WAS STRUGGLING TO SAVE HER.

PESTILENCE'S MADNESS MADE RESCUE IMPOSSIBLE! AND THAT'S WHAT KILLED HER IN THE END.

HER MOUNT, HOWEVER, SUFFERED LITTLE DAMAGE.



WE SHOULD BE ABLE TO RIDE IT TO APOCALYPSE'S SHIP!



WHO IS APOCALYPSE, ANYWAY?

HE'S EVIL AND DANGEROUS, KIDS. A MUTANT WHO'S DETERMINED TO DESTROY ALL OF HUMANITY!

...TO DO WHAT YOU CAN IN THE CITY, WHILE MARVELGIRL AND I CONFRONT APOCALYPSE!

HOLY COW! YOU GOTTA LET US HELP!

WE'RE COUNTING ON YOU TO CONTINUE TO HELP...



WOW! THEY NEVER EVEN MENTIONED WE WERE KIDS! THEY TREATED US LIKE PROFESSIONALS!

SO MAYBE WE OUGHTA ACT LIKE PROFESSIONALS! C'MON, LET'S GET OUT THERE AND SAVE THE CITY!

THEY'RE CHILDREN, SCOTT!

SO WERE WE, JEANIE, WHEN WE STARTED ALL THIS! WITH THAT KIND OF IDEALISM, HOW CAN THE WORLD NOT BE SAVED?

WHILE ABOARD
THE SHIP...

CLAP!
BOOM!

WAR?
YOU BROUGHT
BACK WAR?
THAT'S
S'POSED TO
MAKE BEAT-
ING YOU
TWICE AS
HARD?

YOU SEEM,
AT LEAST, TO
BE *BREATH-*
ING HARD,
BEAST.

NEXT CLAP,
YOU'RE
GONNA FIND
IT HARD TO
BREATHE
AT ALL...!

NO WAY!
NO HOW!

YOU FIGURE
THIS JERK'S
ON THE SECOND
LEVEL OF DIFFI-
CULTY, APOCALYPSE,
THINK AGAIN!



NOT WAR,
ICEMAN...
BUT DEATH!

SLASH!

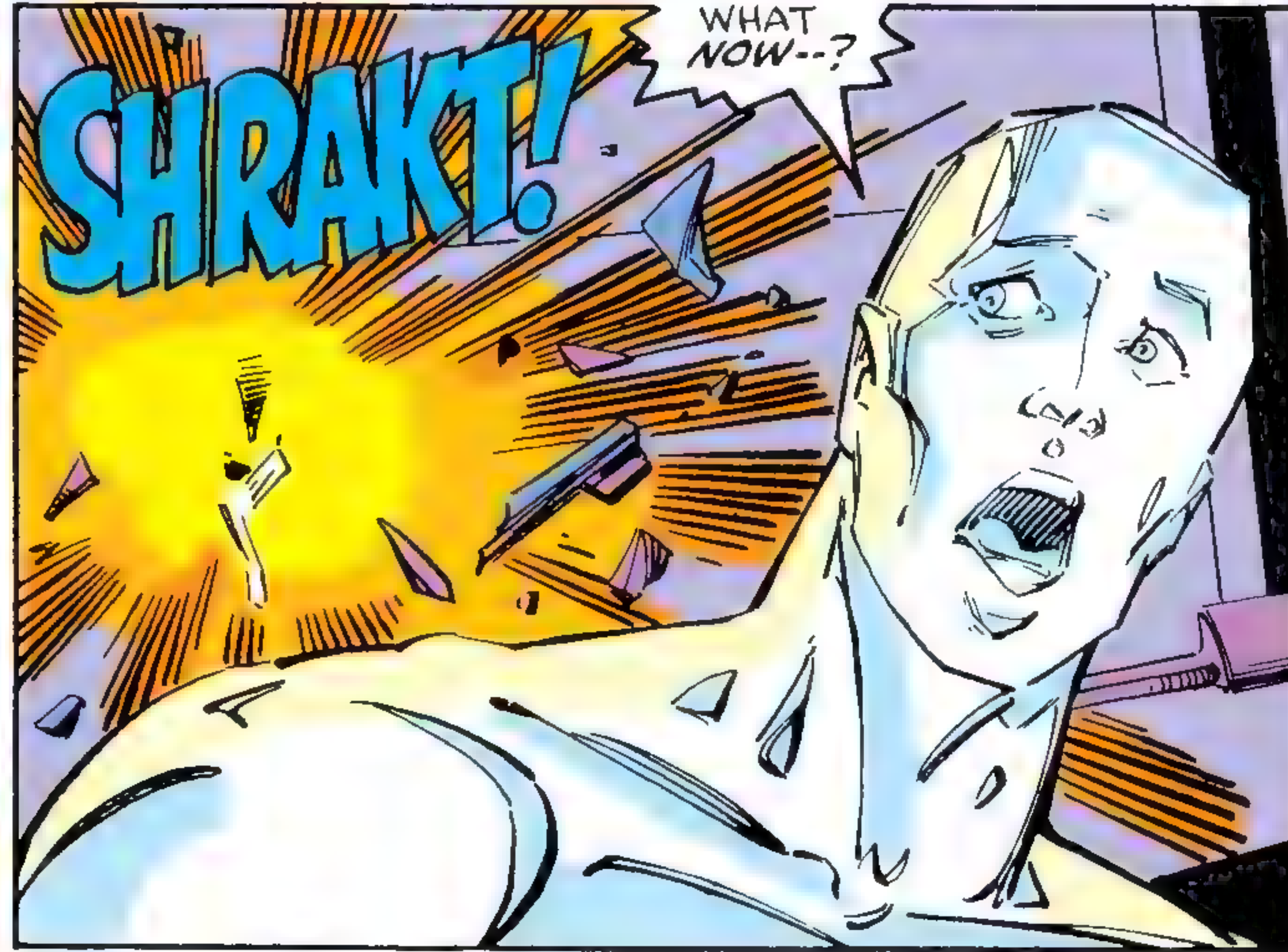
SHATTER!

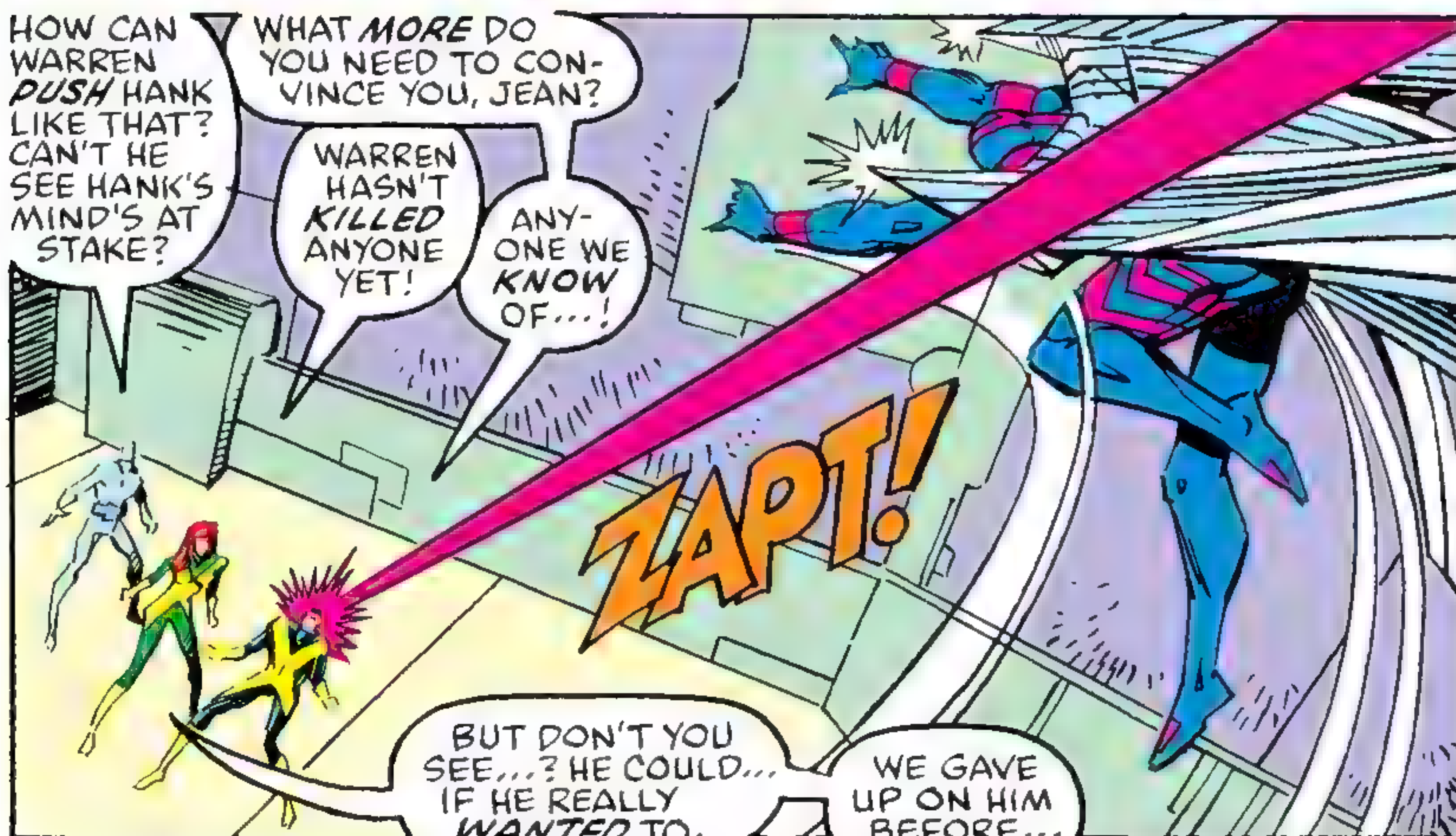
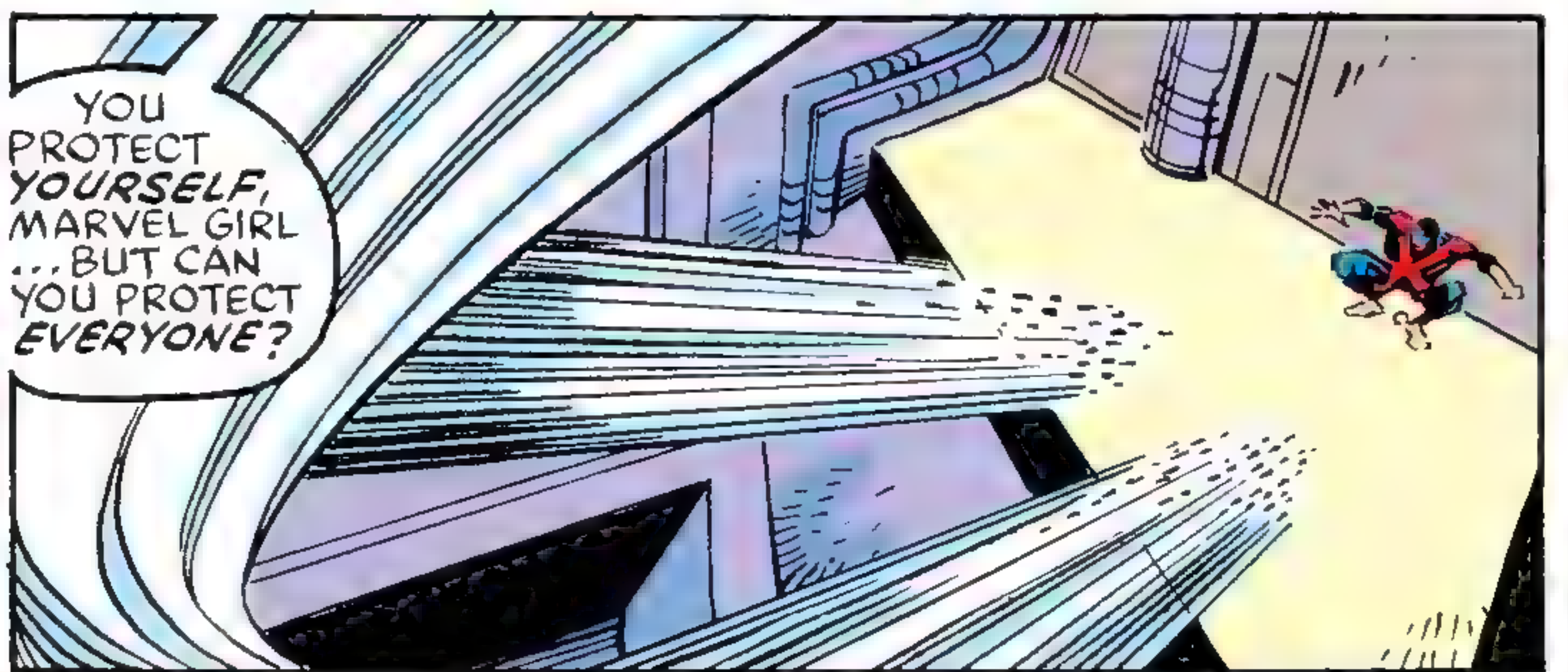
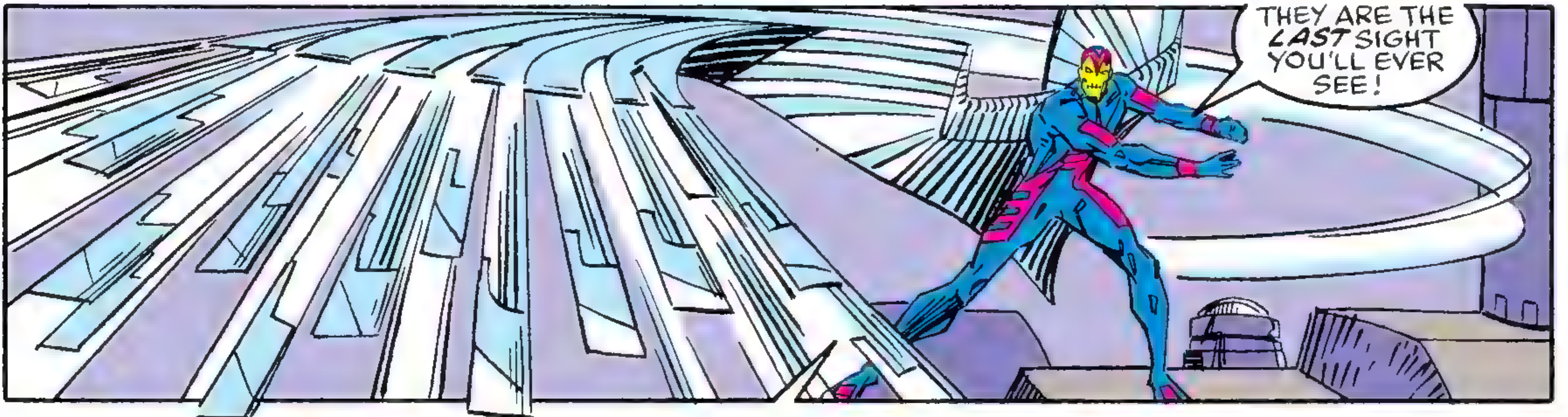
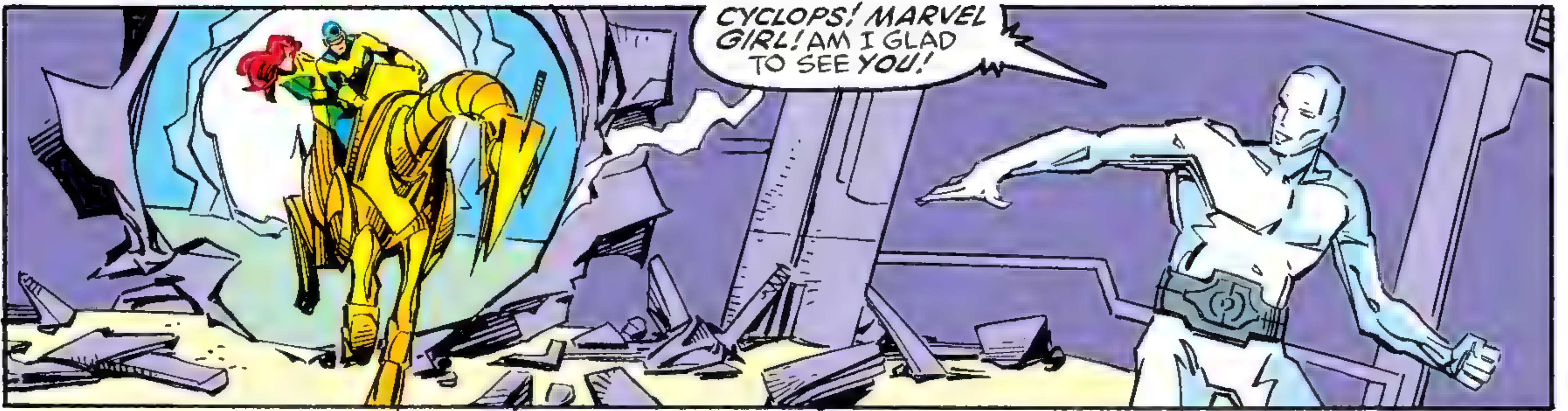
MY
ARMOR!
IT'S SHORT-
ING OUT MY
ARMOR!

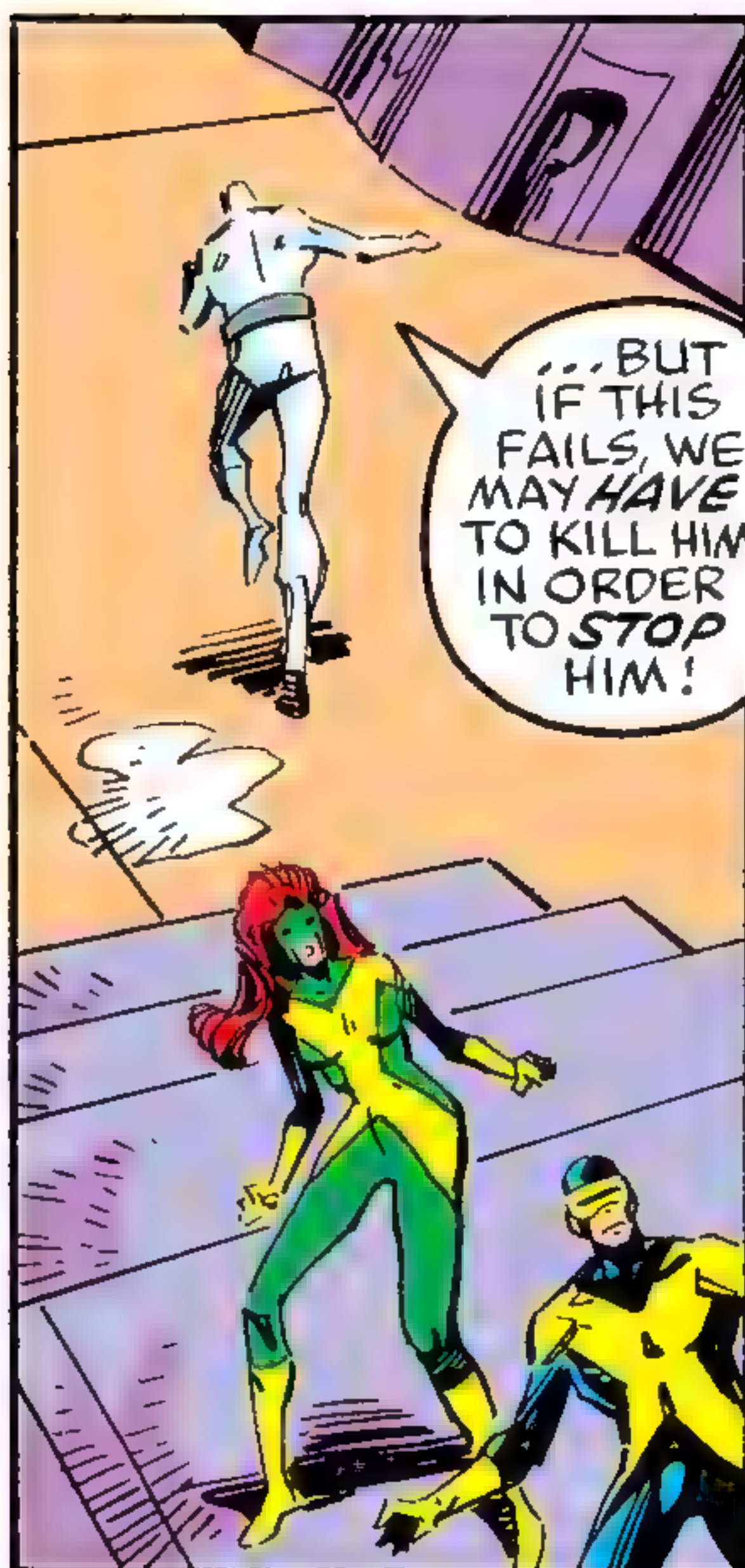
SURRENDER,
ICEMAN. YOU
HAVEN'T A
CHANCE AGAINST
ME!

SHRAKT!

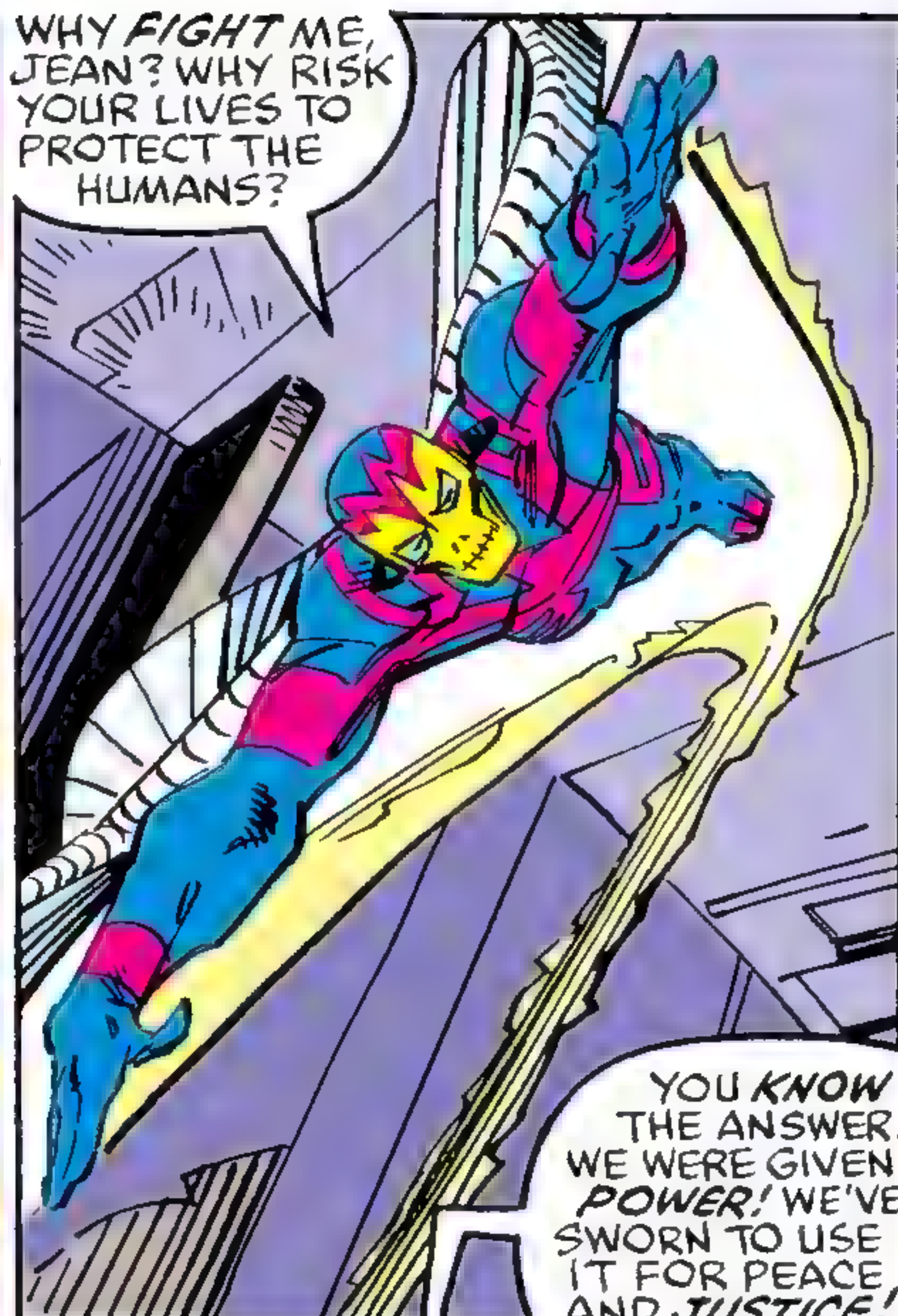
WHAT
NOW--?





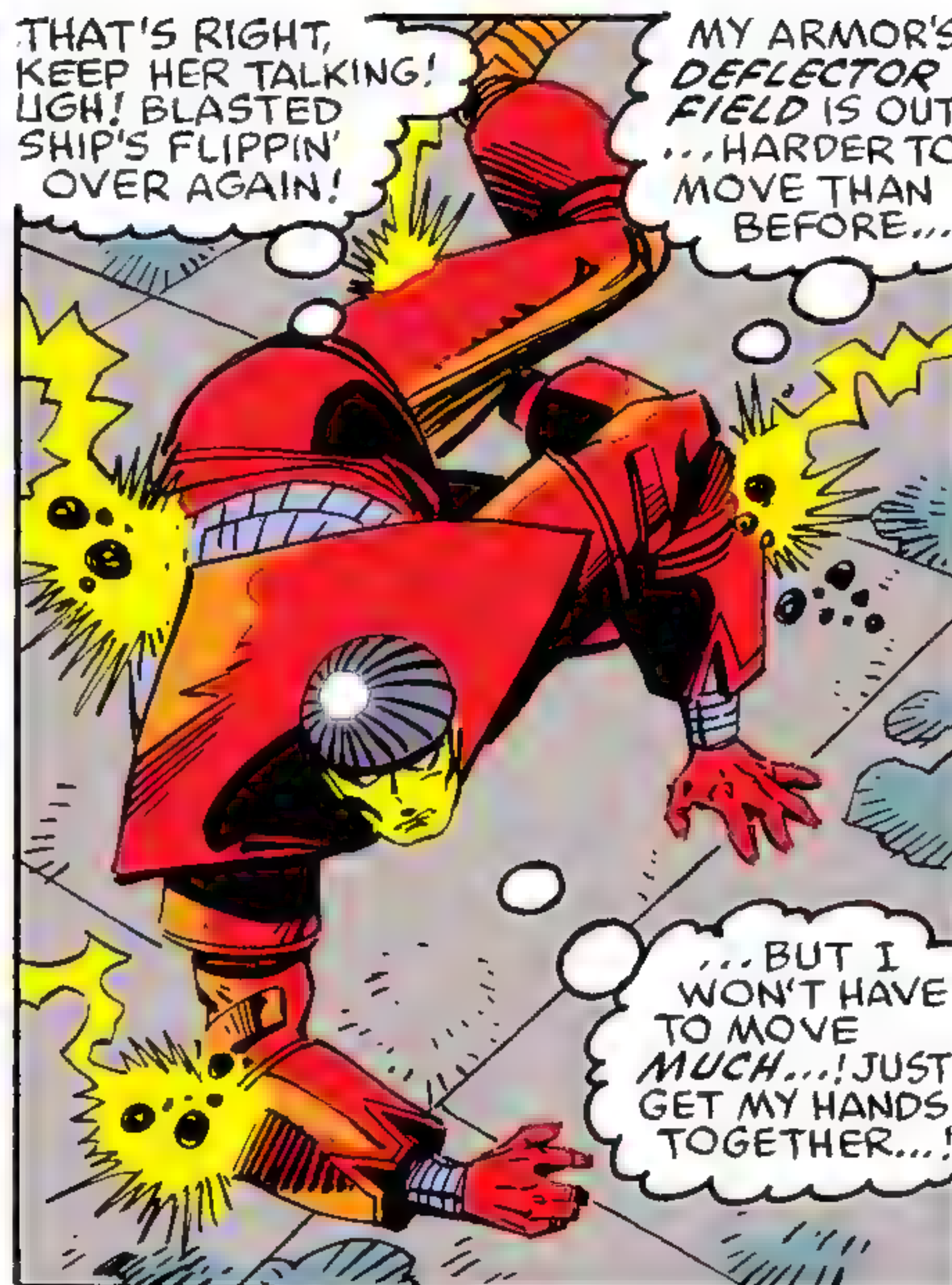


... BUT IF THIS FAILS, WE MAY HAVE TO KILL HIM IN ORDER TO STOP HIM!



WHY FIGHT ME, JEAN? WHY RISK YOUR LIVES TO PROTECT THE HUMANS?

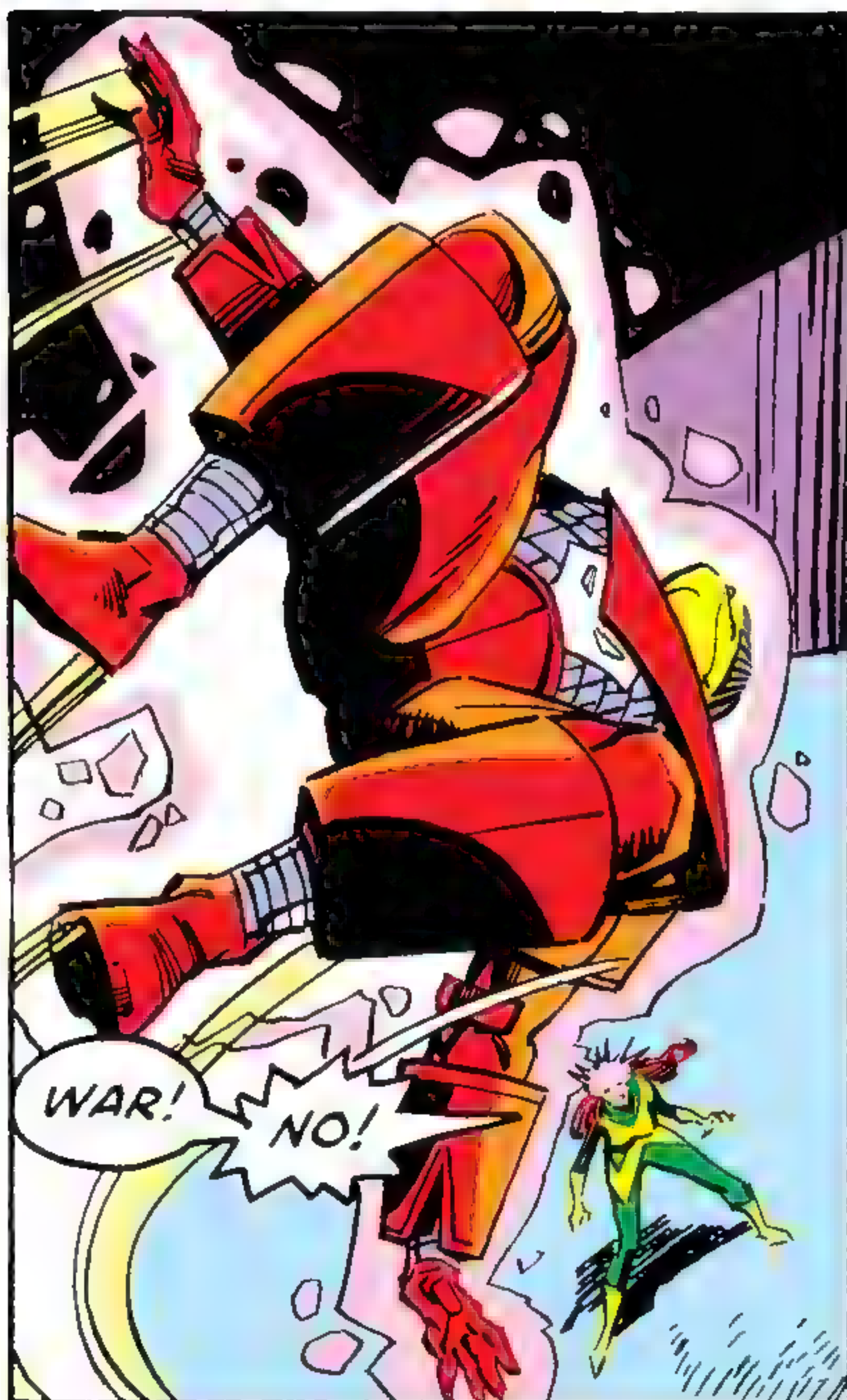
YOU KNOW THE ANSWER. WE WERE GIVEN POWER! WE'VE SWORN TO USE IT FOR PEACE AND JUSTICE!



THAT'S RIGHT, KEEP HER TALKING! UGH! BLASTED SHIP'S FLIPPIN' OVER AGAIN!

MY ARMOR'S DEFLECTOR FIELD IS OUT ... HARDER TO MOVE THAN BEFORE...

... BUT I WON'T HAVE TO MOVE MUCH...! JUST GET MY HANDS TOGETHER...!



WAR! NO!

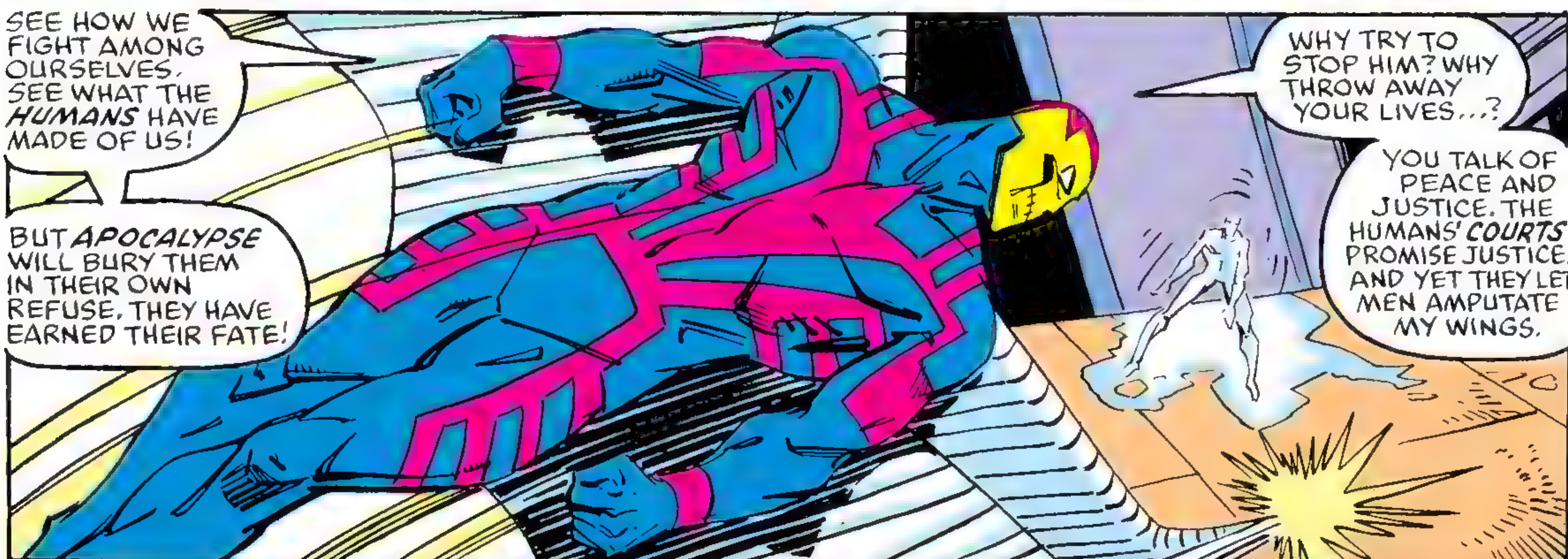


WITHOUT EFFECTIVE ARMOR, WAR, YOU HAVE OUT-LIVED YOUR USEFULNESS.

HE MAKES A CLUMSY SHIELD, JEANIE!



WHAK!



SEE HOW WE FIGHT AMONG OURSELVES. SEE WHAT THE HUMANS HAVE MADE OF US!

BUT APOCALYPSE WILL BURY THEM IN THEIR OWN REFUSE, THEY HAVE EARNED THEIR FATE!

WHY TRY TO STOP HIM? WHY THROW AWAY YOUR LIVES...?

YOU TALK OF PEACE AND JUSTICE. THE HUMANS' COURTS PROMISE JUSTICE, AND YET THEY LET MEN AMPUTATE MY WINGS.

WAS THERE JUSTICE IN THAT...
OR ONLY *VENGEANCE*...PERPE-
TRATED ON THOSE WHO *HAVE*
BY THOSE WHO *HAVE NOT*?

I JUDGE THE
HUMANS BY THEIR
DEEDS, ICEMAN!
AS I JUDGE
YOU!

APOCALYPSE
HAS GIVEN ME
THE WINGS OF
TRUTH...AND THEY
SLICE DEEP!

SKREEEEEEEEEE!

THOSE WHO
ARE NOT WITH
US ARE OUR
ENEMIES! AND
DEATH WILL
DESTROY
YOU!

SKWAKT!

WELL DONE,
DEATH, MY
FOURTH AND
FINEST
HORSEMAN.

BOBBY...?

ICEMAN!

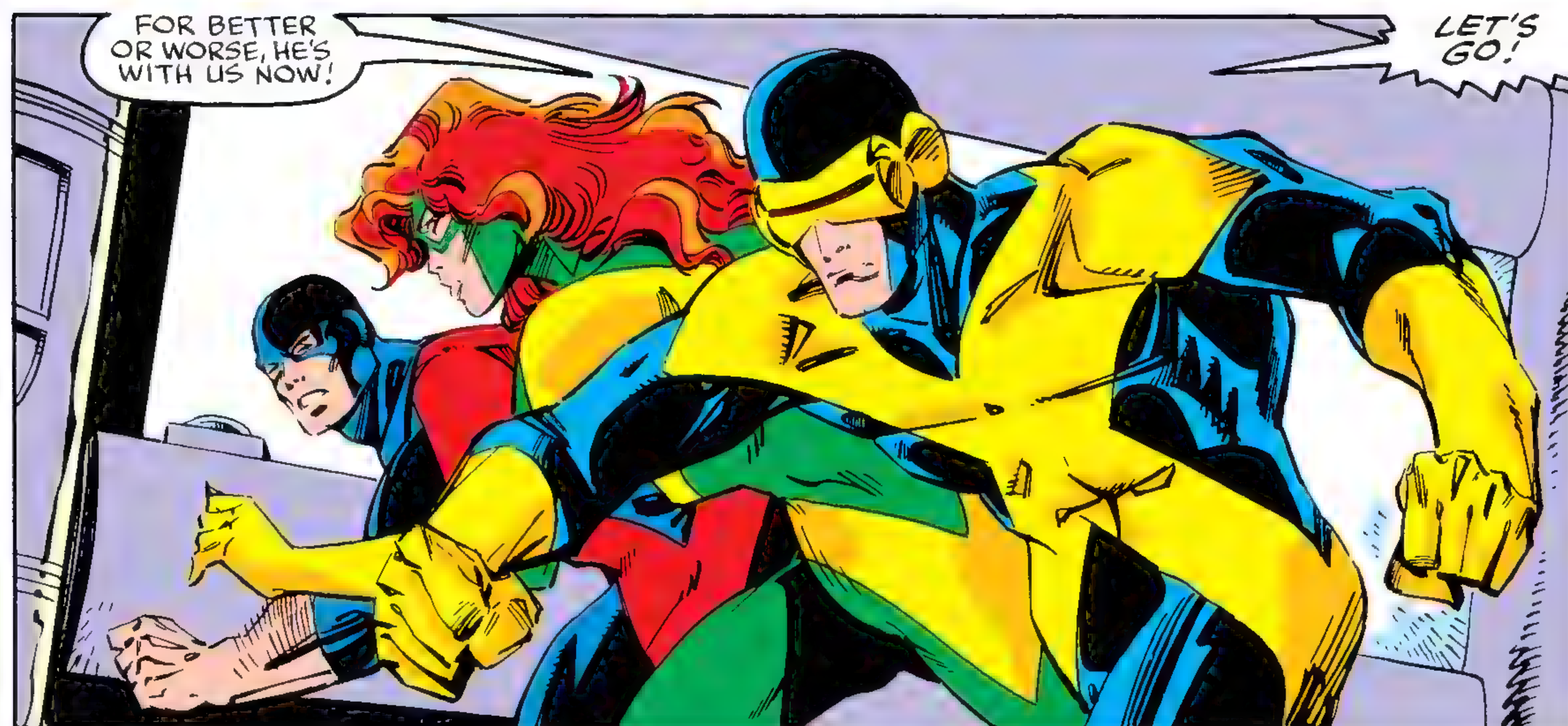
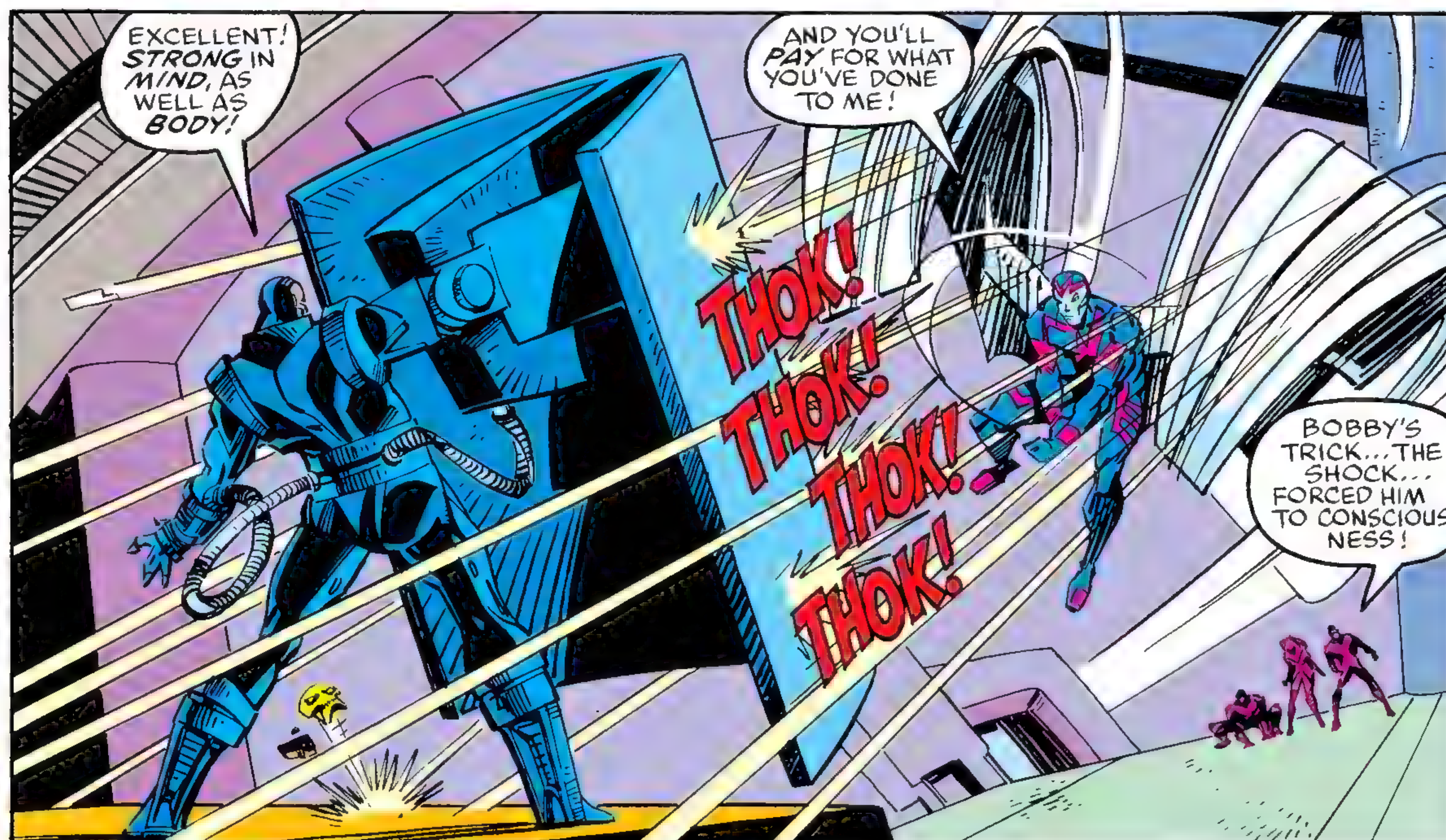
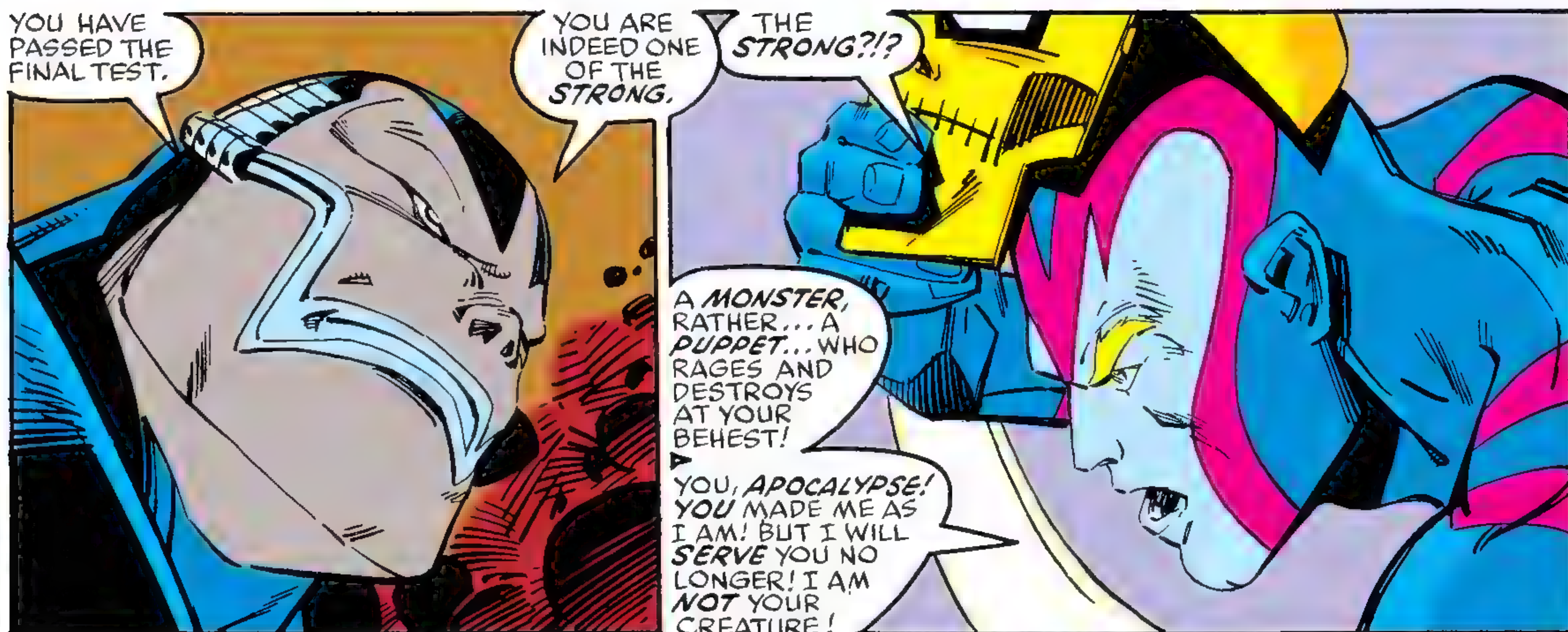
WARREN!

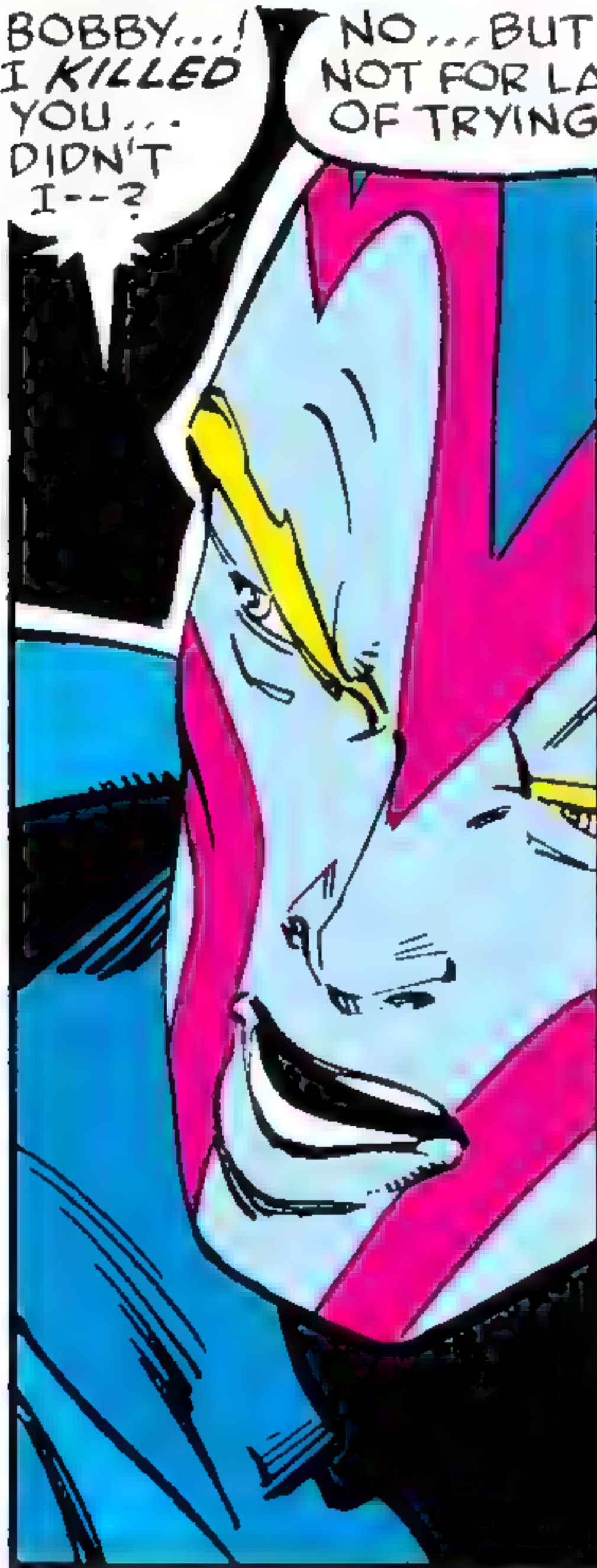
NOOOOOO!

I...I'VE
KILLED
HIM!

WHAT HAVE
YOU *DONE*
TO
ME? WHAT HAVE
I *BECOME*...?

I HAVE...
PURCHASED
FLIGHT...AT
THE COST OF
MY *SOUL*!





BOBBY...! I **KILLED** YOU... DIDN'T I--?

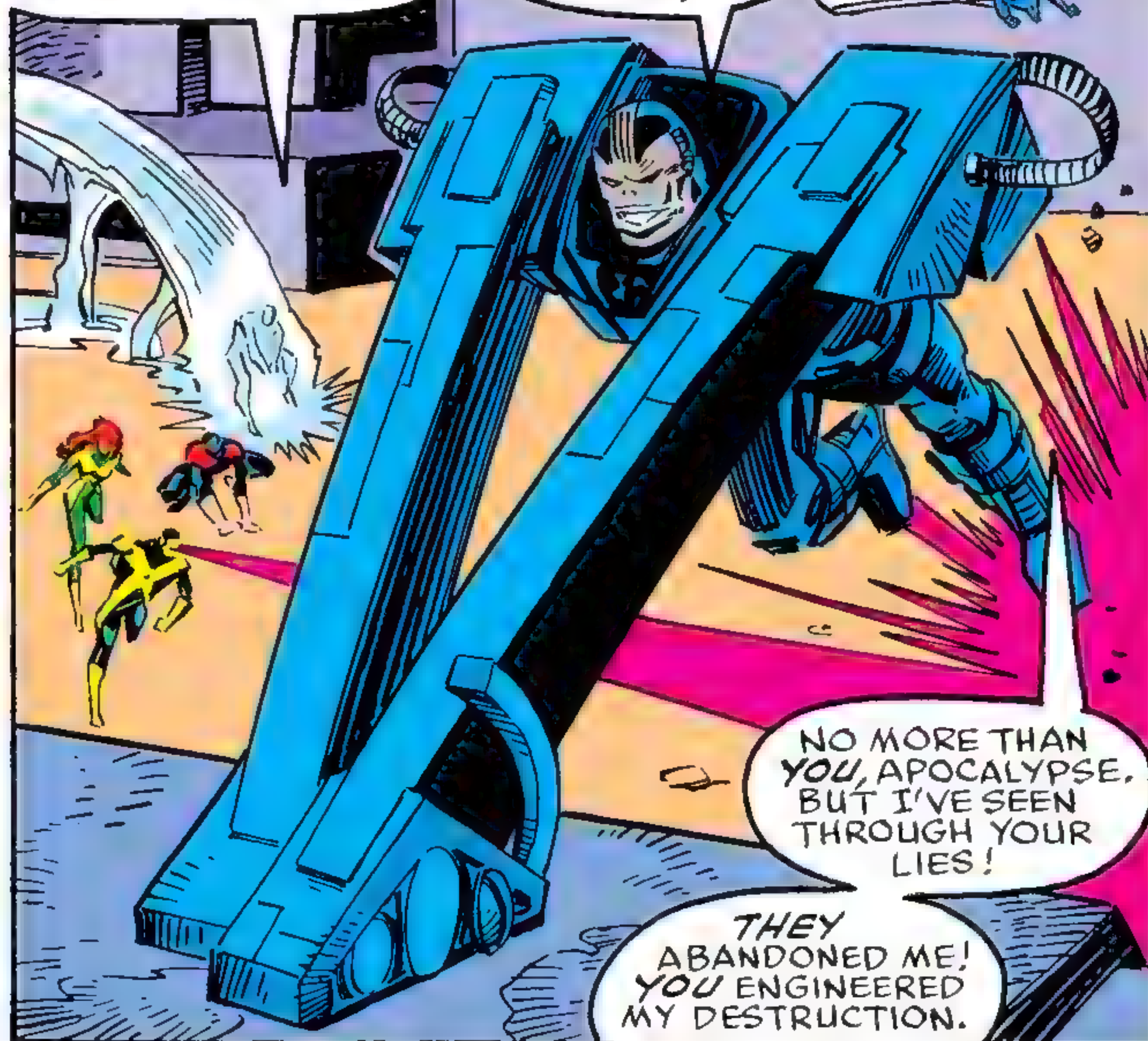
NO... BUT NOT FOR LACK OF TRYING!



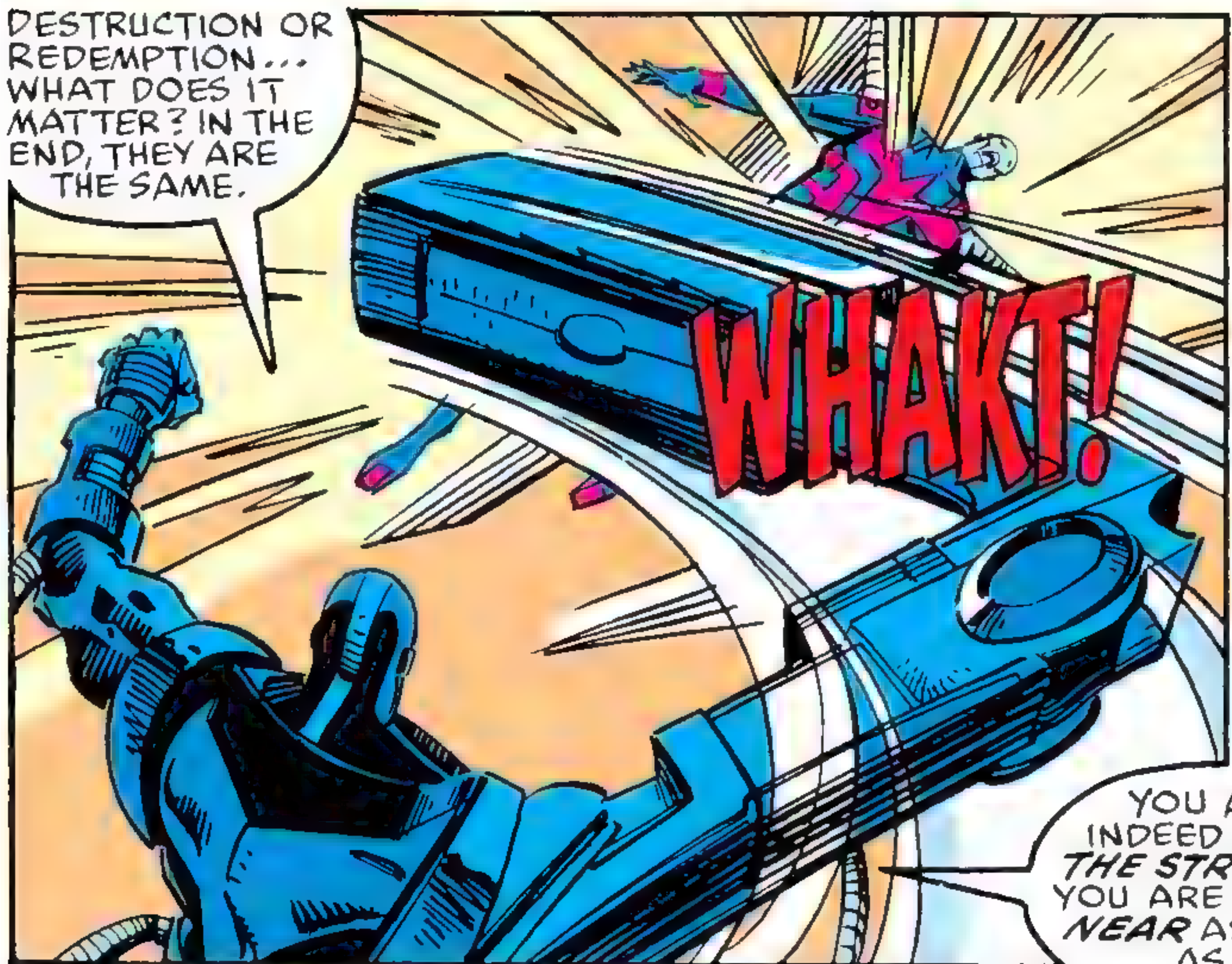
APOCALYPSE... *INSPIRED* ME. HE MADE US BELIEVE YOU WERE **DEAD**, BEYOND RESCUE OR REDEMPTION. I HOPED IF YOU **AT-TACKED** ME... BELIEVED **ME** DEAD... YOU MIGHT SNAP OUT OF IT!

FOR OBVIOUS REASONS, I TESTED MY THEORY ON AN *ICE DUMMY*!

DEATH, SEE HOW THEY *DECEIVED* YOU!

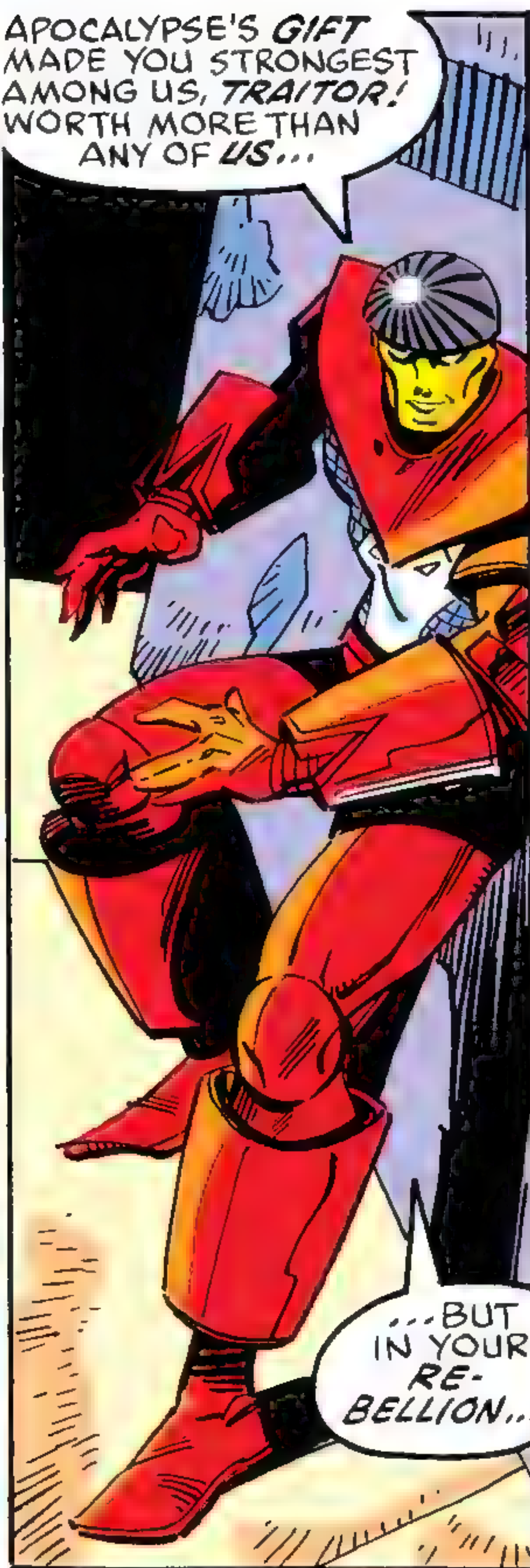


DESTRUCTION OR REDEMPTION... WHAT DOES IT MATTER? IN THE END, THEY ARE THE SAME.





DEATH'S TURNED ON US... APOCALYPSE'S GREAT BLUE HOPE! THE HORSEMEN'S FEARLESS LEADER! HA!



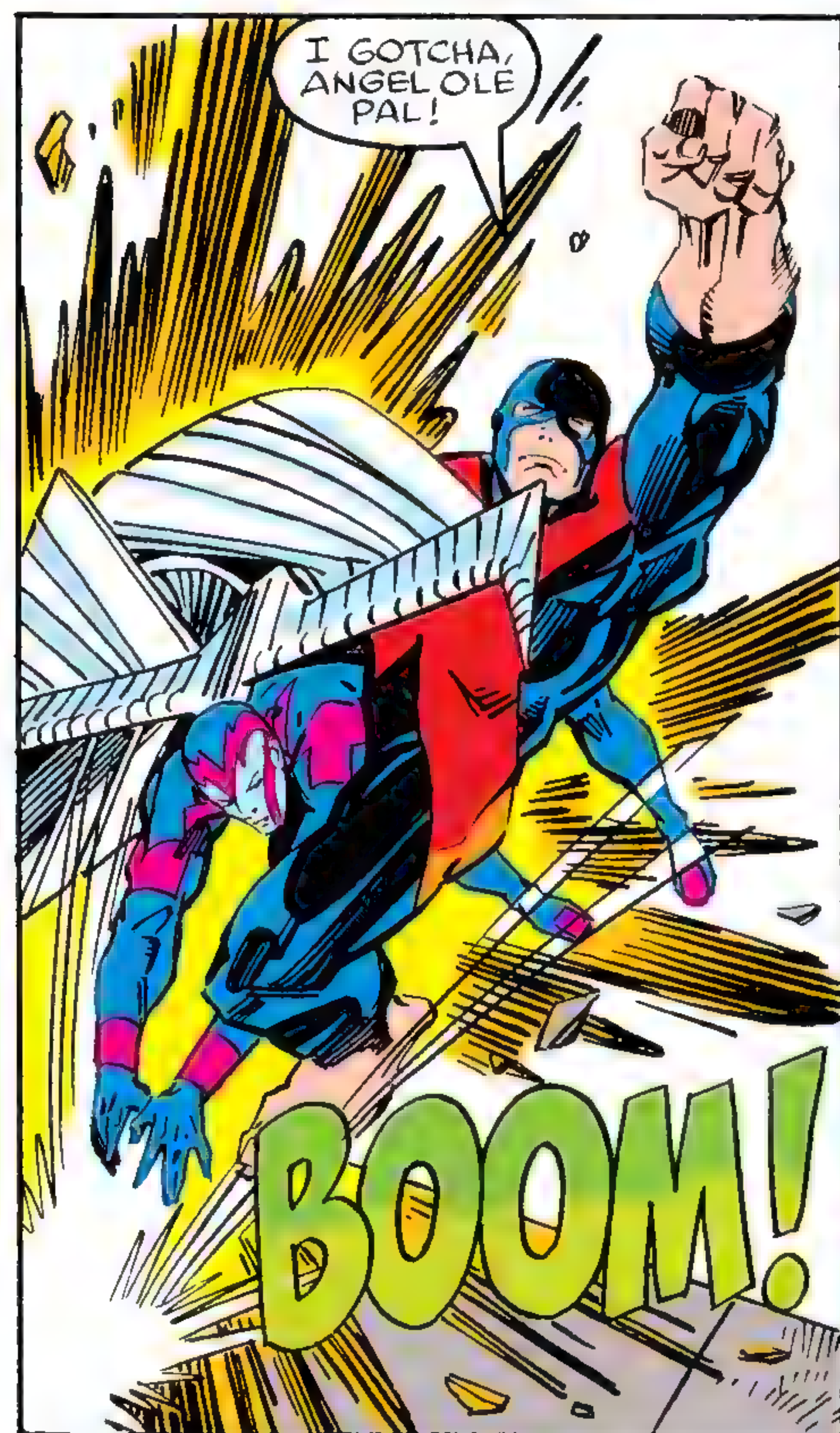
APOCALYPSE'S GIFT MADE YOU STRONGEST AMONG US, TRAITOR! WORTH MORE THAN ANY OF US...

...BUT IN YOUR RE-BELLION...



...YOU'LL LOSE IT ALL!

CLAP!



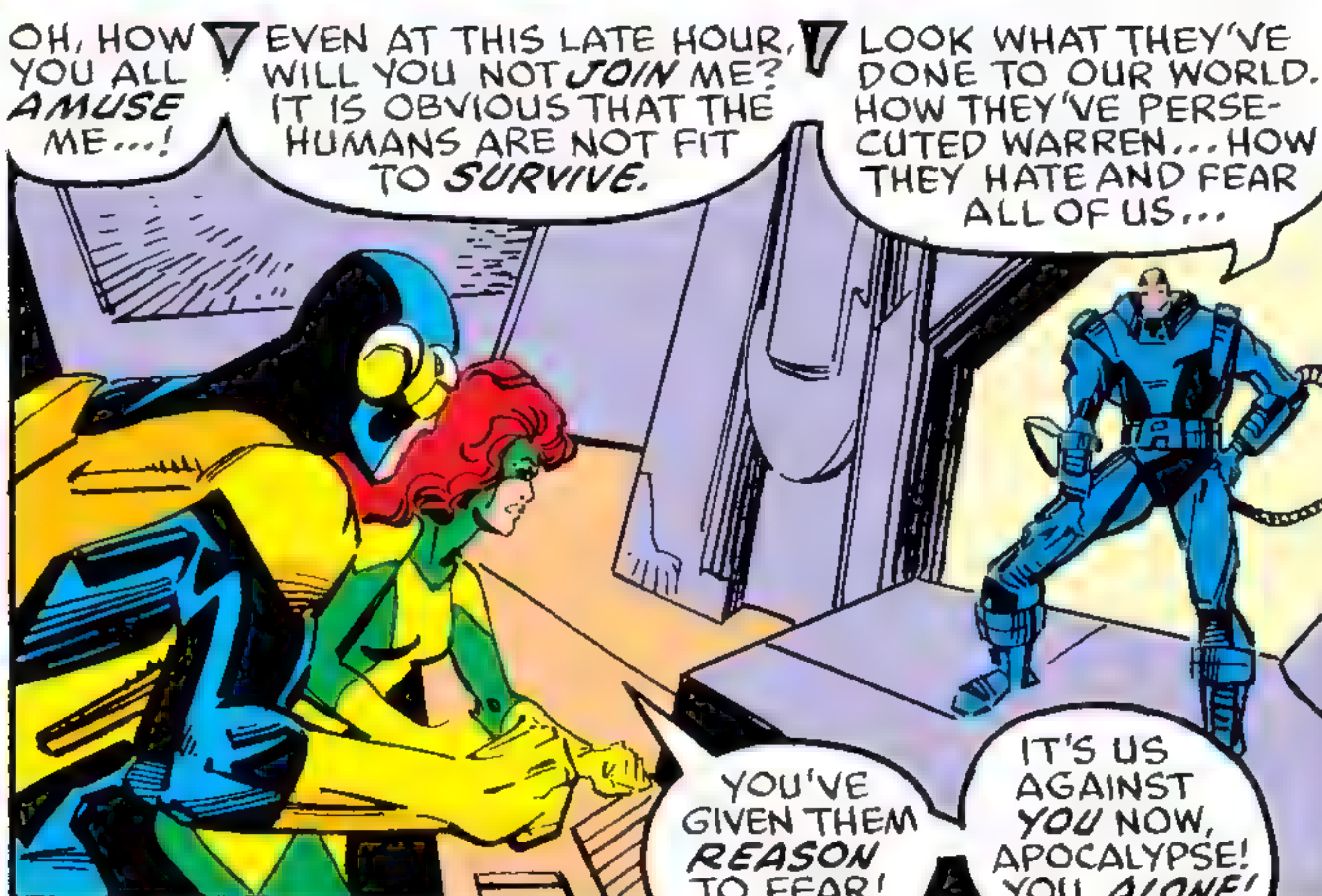
I GOTCHA, ANGEL OLE PAL!

BOOM!



TALK ABOUT WORTHLESS?

ALL I NEED TO TAKE YOU OUT IS A LITTLE ICE!



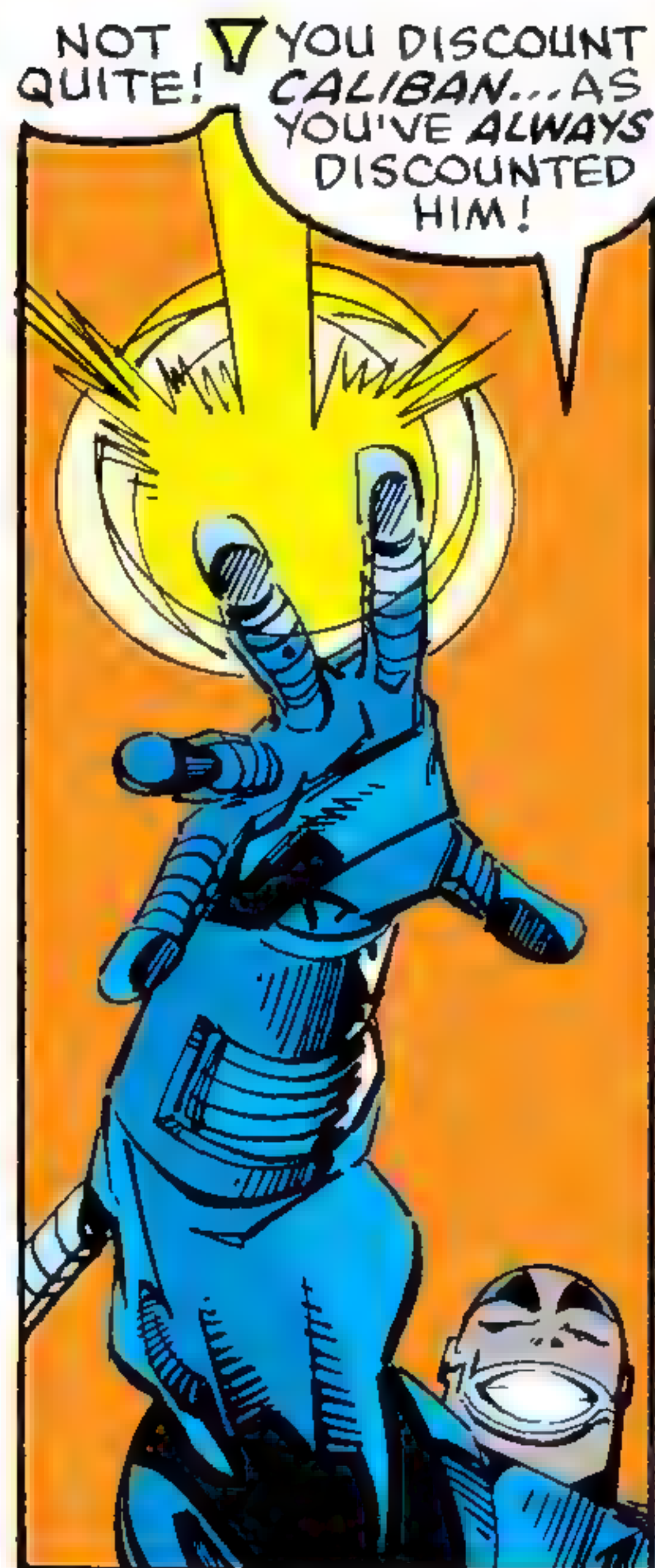
OH, HOW YOU ALL AMUSE ME...

EVEN AT THIS LATE HOUR, WILL YOU NOT JOIN ME? IT IS OBVIOUS THAT THE HUMANS ARE NOT FIT TO SURVIVE.

LOOK WHAT THEY'VE DONE TO OUR WORLD. HOW THEY'VE PERSECUTED WARREN... HOW THEY HATE AND FEAR ALL OF US...

YOU'VE GIVEN THEM REASON TO FEAR!

IT'S US AGAINST YOU NOW, APOCALYPSE! YOU, ALONE!



NOT QUITE!

YOU DISCOUNT CALIBAN... AS YOU'VE ALWAYS DISCOUNTED HIM!



CALIBAN, THEY HAVE KILLED ONE OF MY HORSEMEN, DEFEATED ANOTHER, AND DEATH HAS TURNED AGAINST ME.

WILL YOU ALSO ABANDON ME?

IS IT STILL WITHIN YOUR POWER TO MAKE CALIBAN DEATH'S EQUAL?

IT IS!

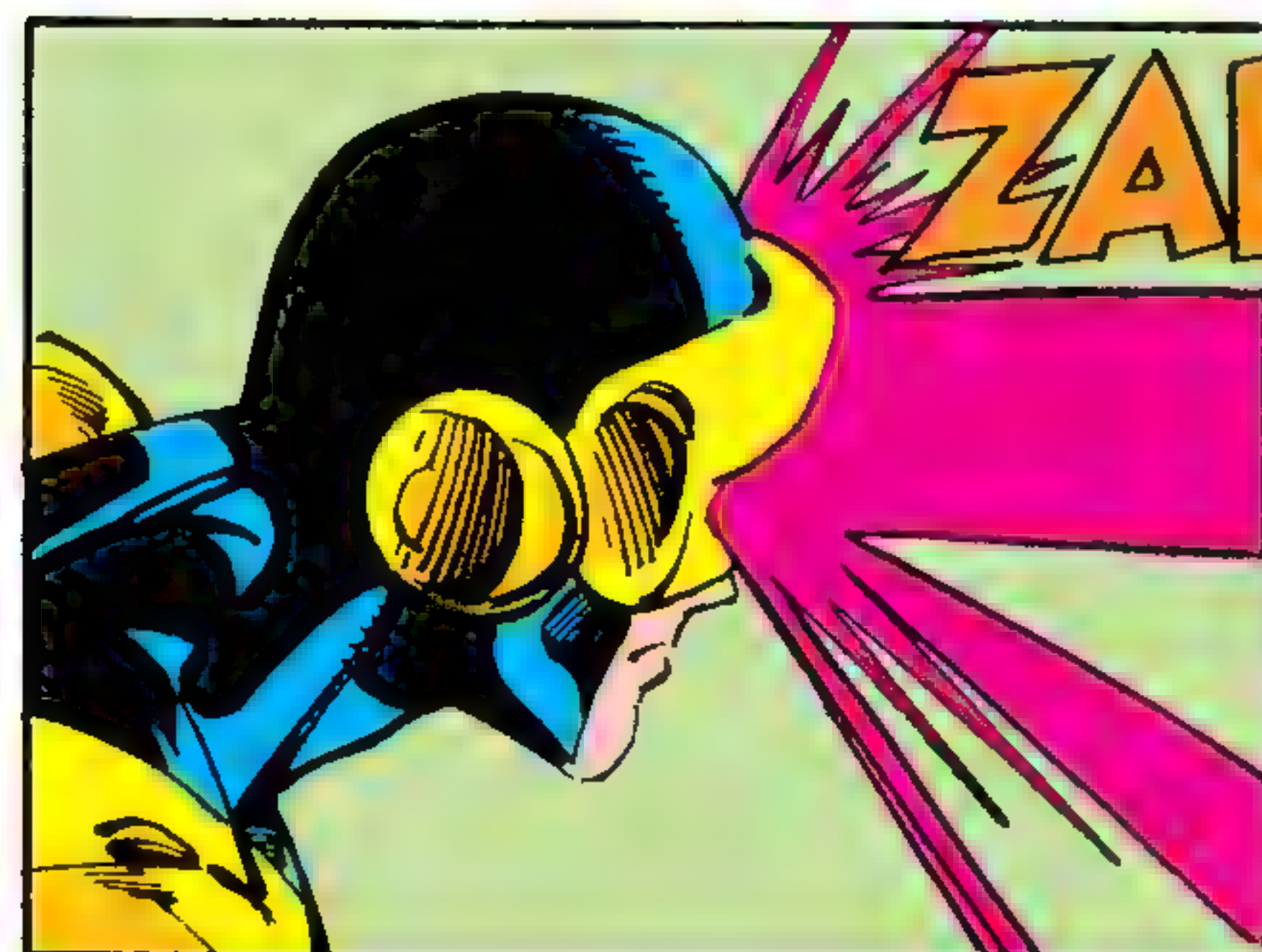
THEN APOCALYPSE WILL BE CALIBAN'S MASTER AND CALIBAN WILL SERVE HIM, BODY AND SOUL!



NO! CALIBAN, YOU DON'T KNOW WHAT YOU'RE SAYING!



APOCALYPSE, YOU'VE DUPED HIM SOMEHOW! WE CAN'T LET YOU TAKE HIM!



ZAPT!

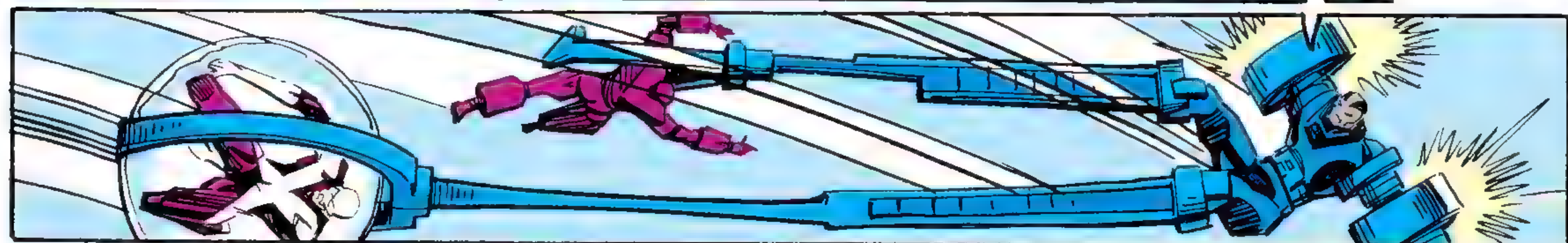


BOOM!



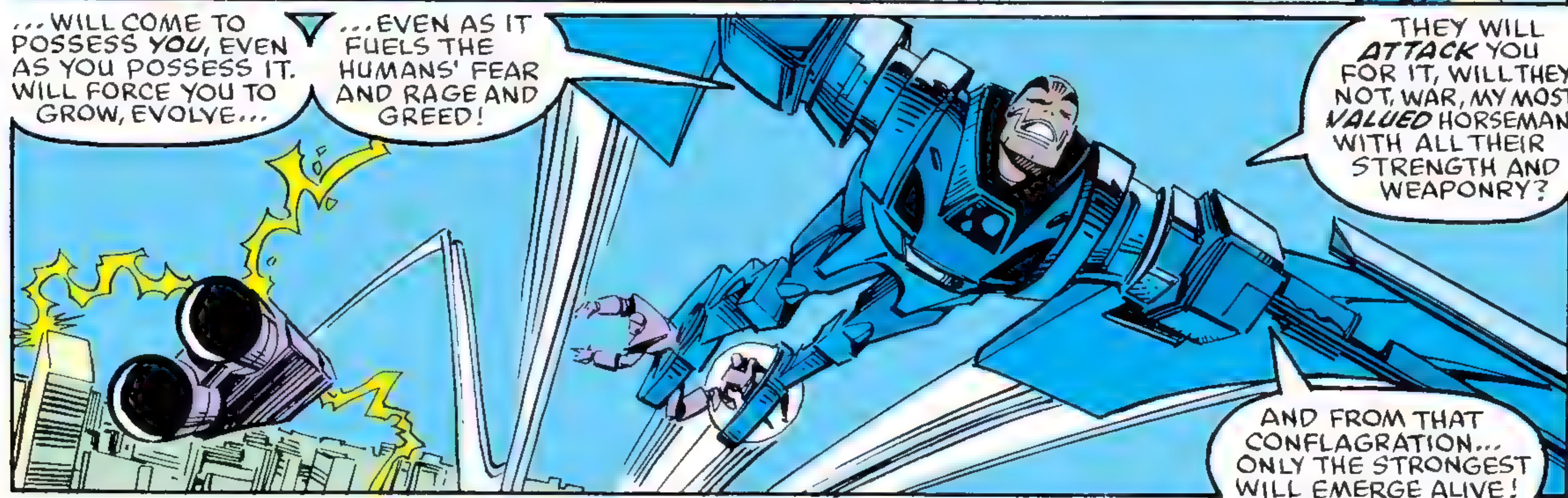
I ALREADY HAVE! BUT I OFFER A TRADE, IN PAYMENT FOR HIM, I LEAVE YOU MY SHIP...

TAME IT, MASTER IT, IF YOU CAN! IT WILL, IN TIME, TEST YOU TO THE LIMITS OF YOUR ENDURANCE...



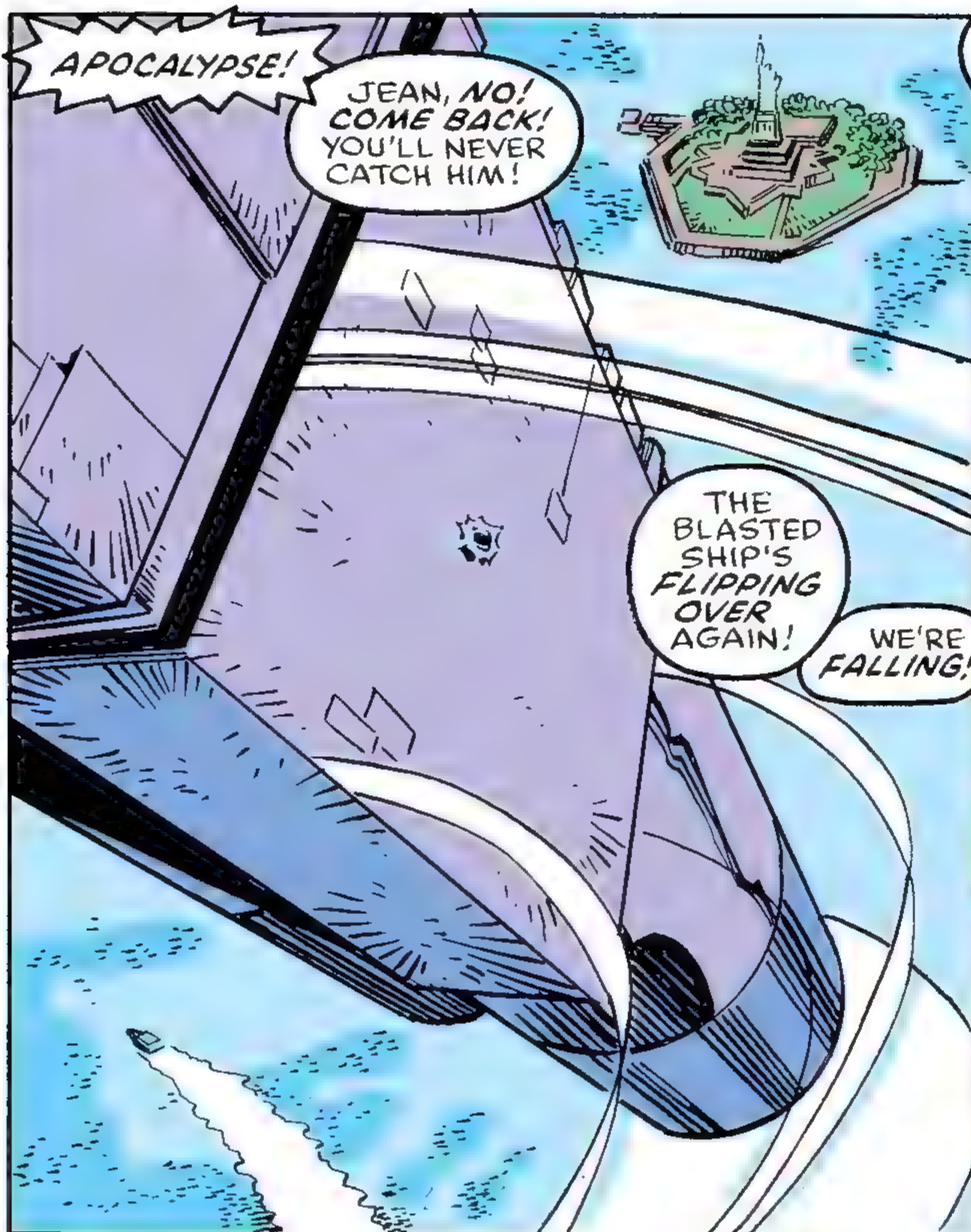
... WILL COME TO POSSESS YOU, EVEN AS YOU POSSESS IT. WILL FORCE YOU TO GROW, EVOLVE...

... EVEN AS IT FUELS THE HUMANS' FEAR AND RAGE AND GREED!



THEY WILL ATTACK YOU FOR IT, WILL THEY NOT, WAR, MY MOST VALUED HORSEMAN? WITH ALL THEIR STRENGTH AND WEAPONRY?

AND FROM THAT CONFLAGRATION... ONLY THE STRONGEST WILL EMERGE ALIVE!



APOCALYPSE!

JEAN, NO!
COME BACK!
YOU'LL NEVER
CATCH HIM!

THE
BLASTED
SHIP'S
FLIPPING
OVER
AGAIN!

WE'RE
FALLING!



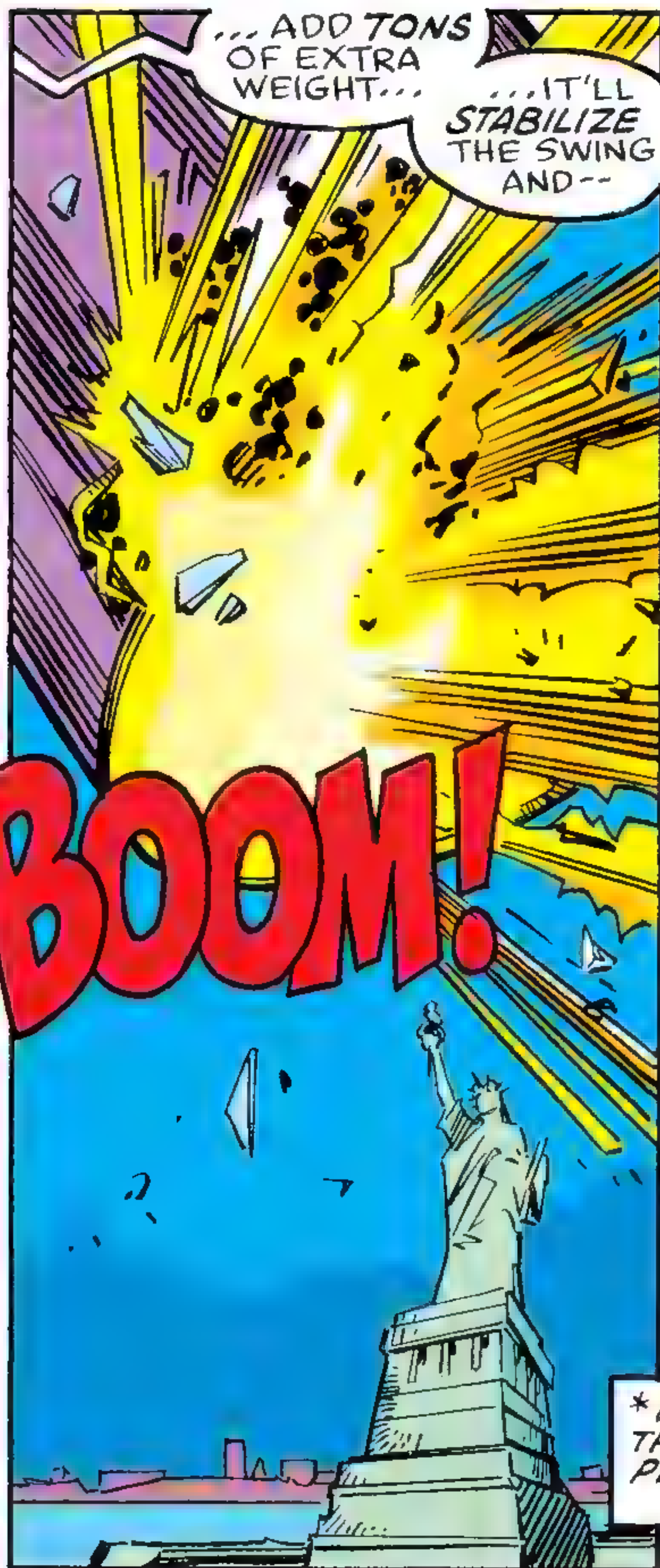
I'VE
GOT
YOU!

LOOK
BELOW!
WE'RE
OVER THE
HARBOR!



WE'VE GOTTA
DOWN THIS THING
... HERE, NOW...
WHERE IT'LL DO
MINIMUM DAMAGE!

MAYBE
IF I /CE
ONE END...



... ADD TONS
OF EXTRA
WEIGHT...

... IT'LL
STABILIZE
THE SWING
AND--

BOOM!

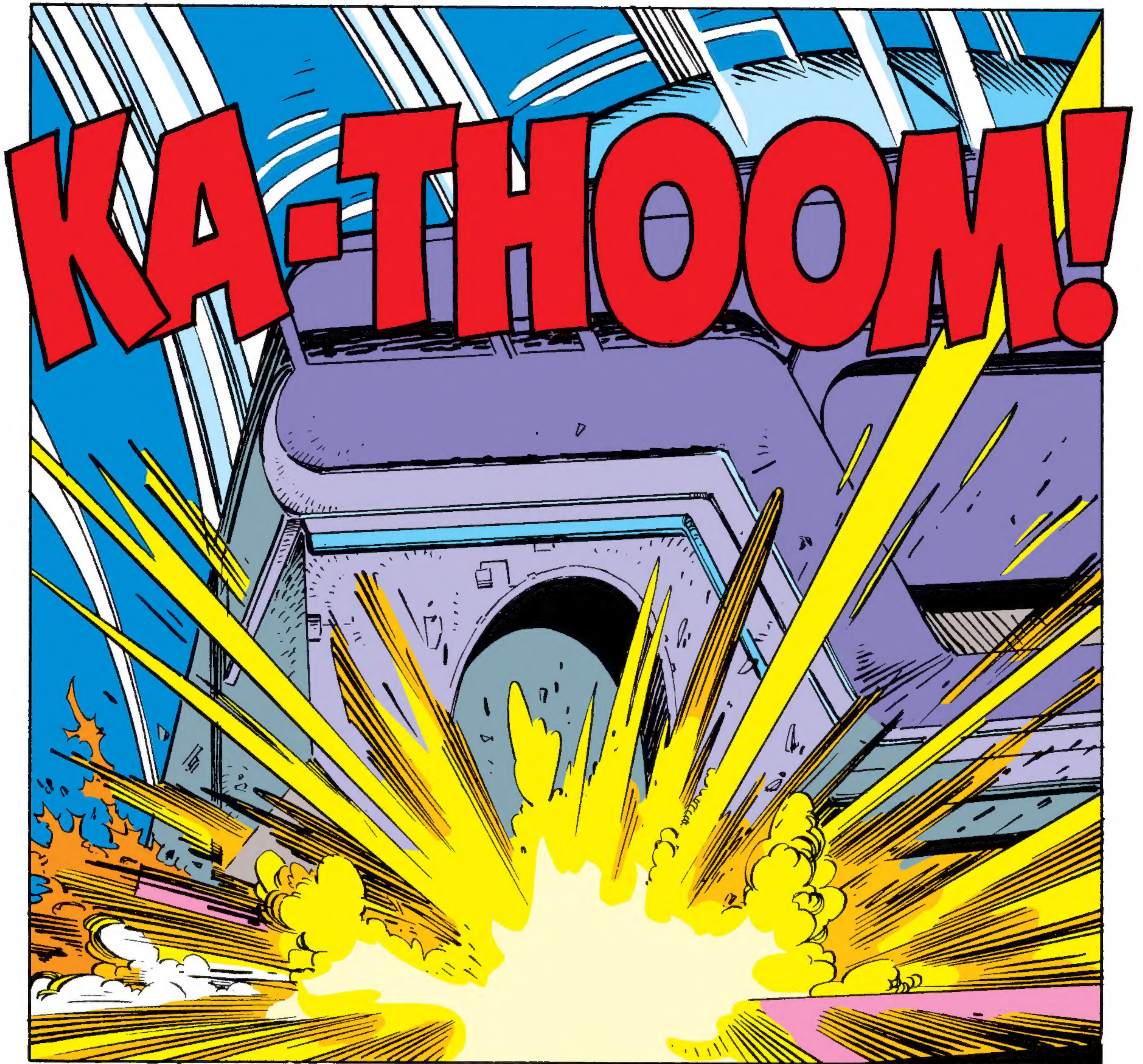
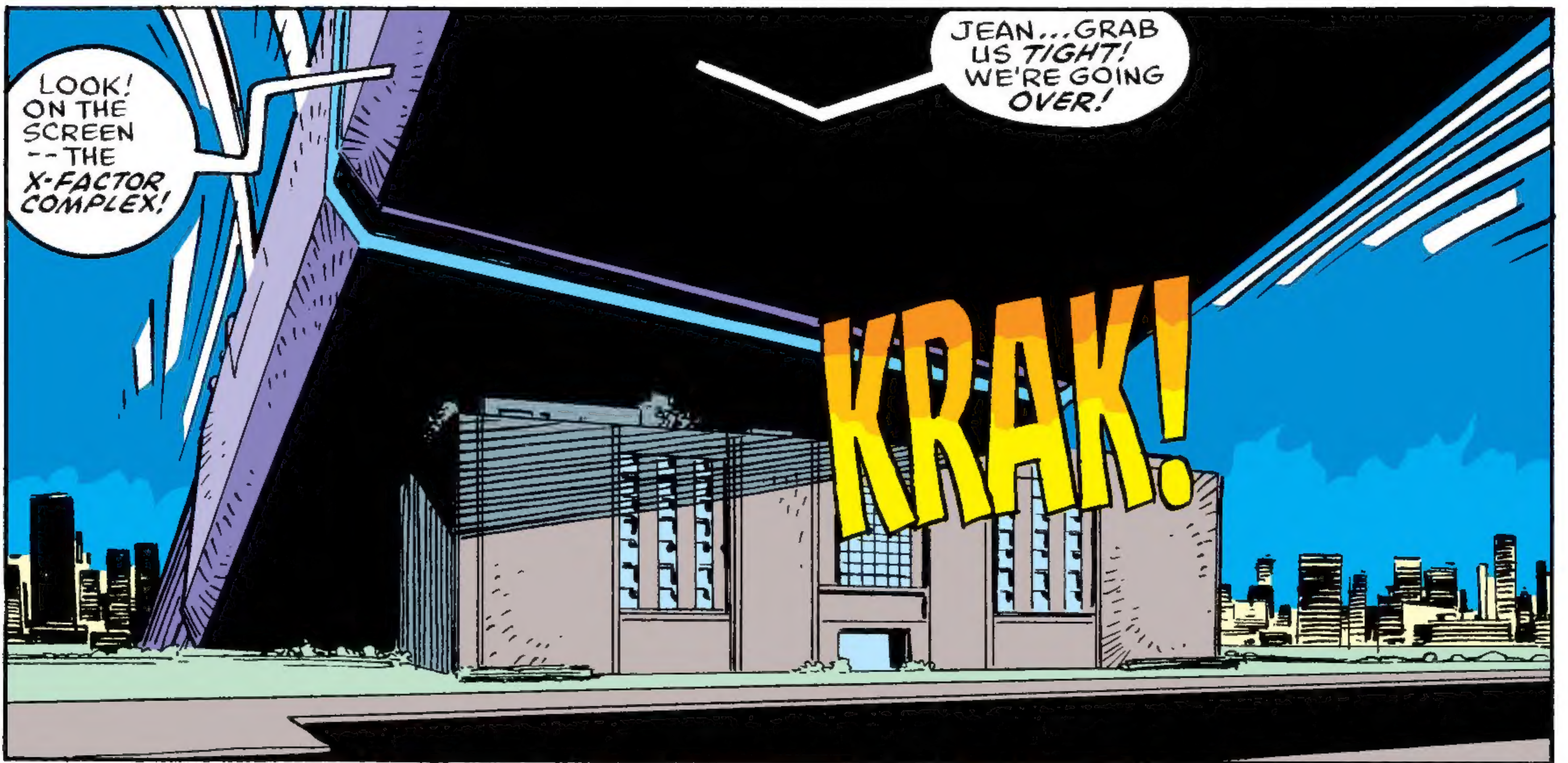


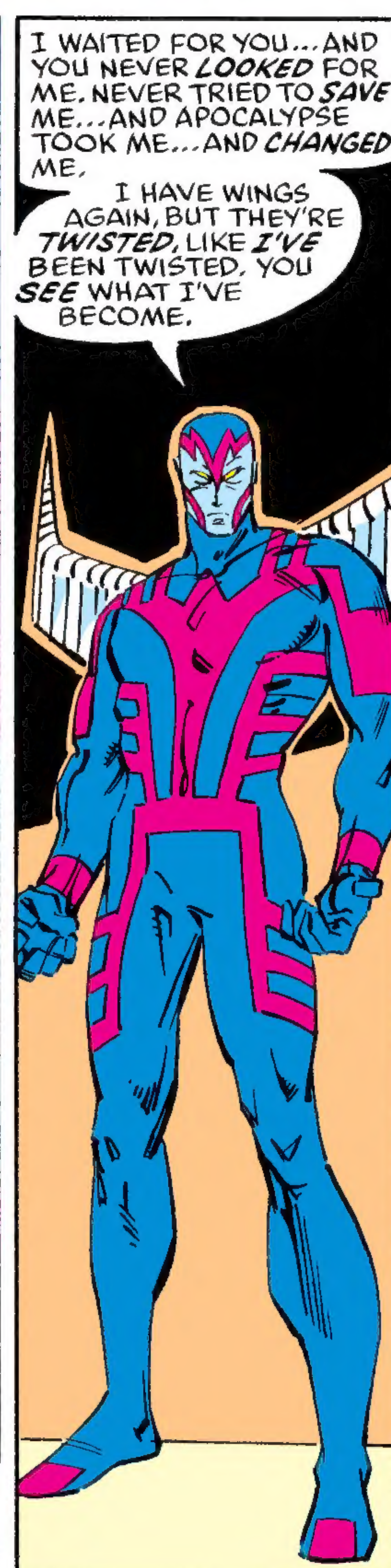
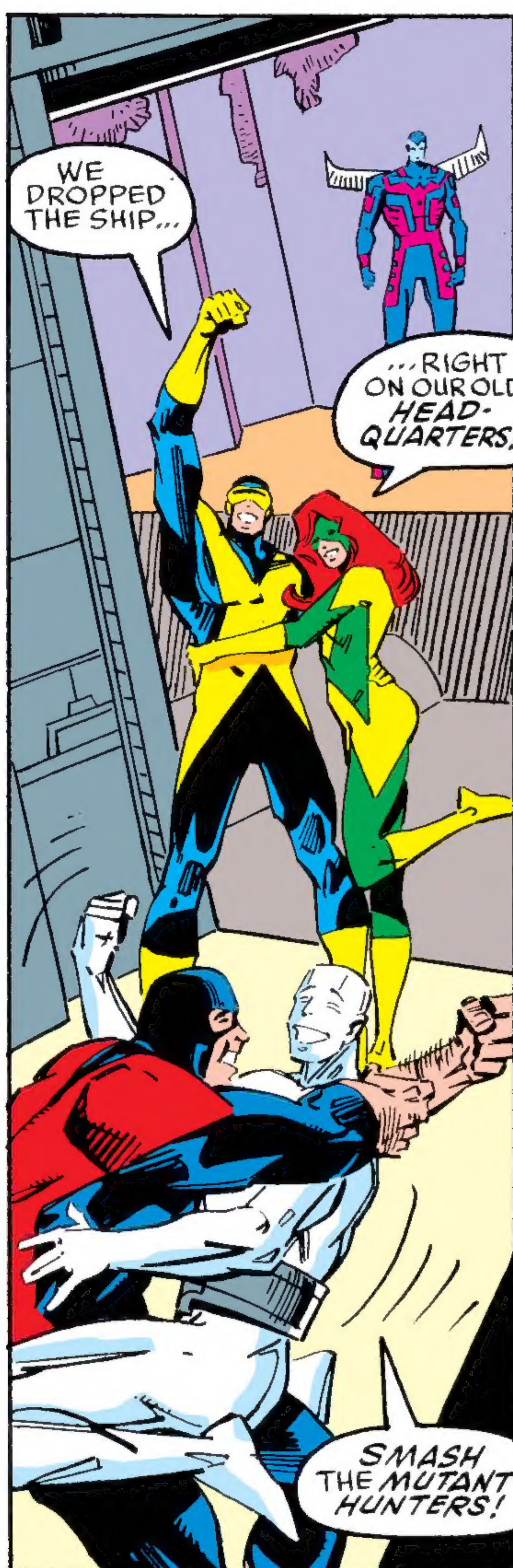
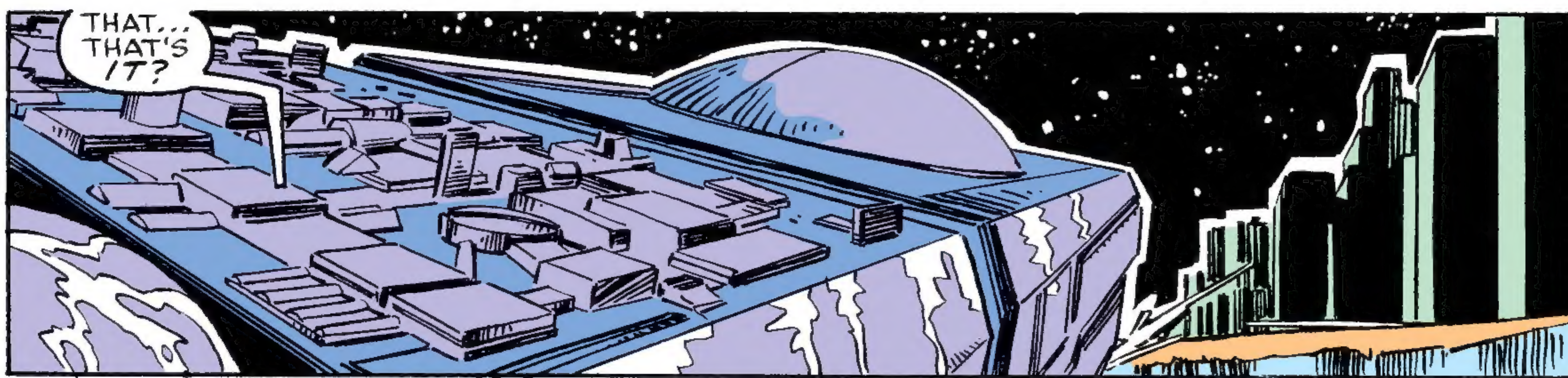
AN EXPLOSION!
ALL THE /CE
MUST'VE SHORTED
SOMETHING OUT!*

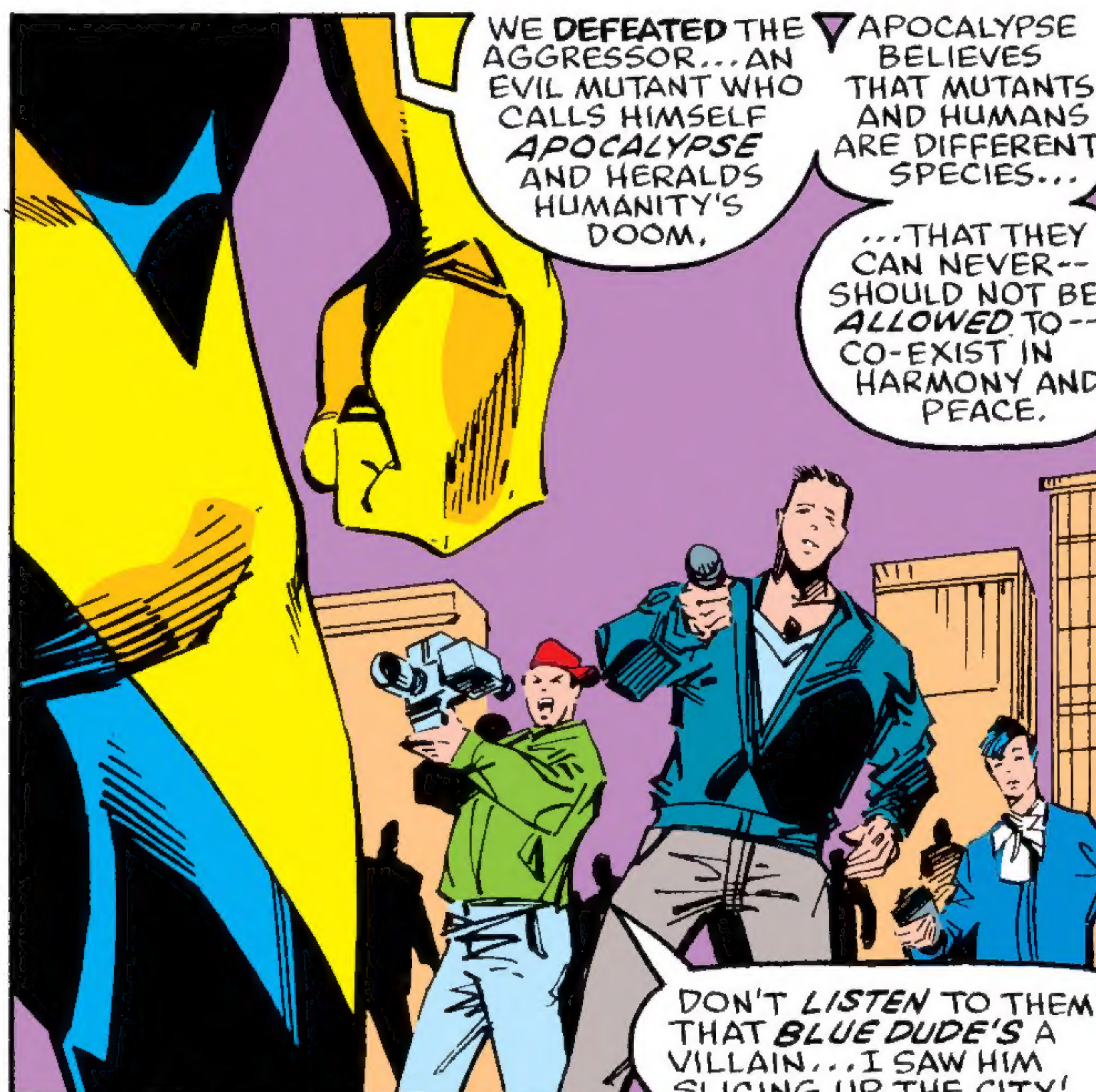
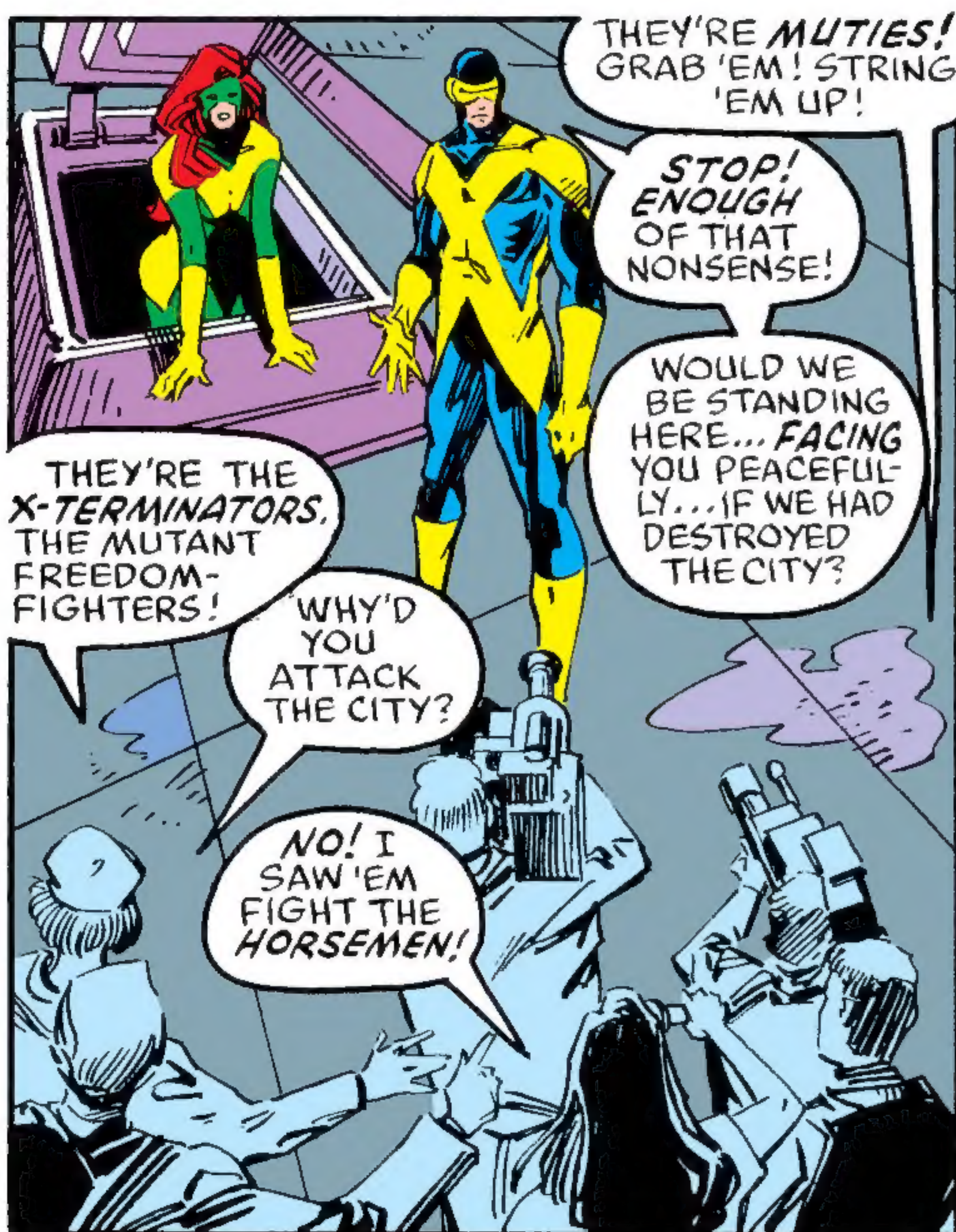
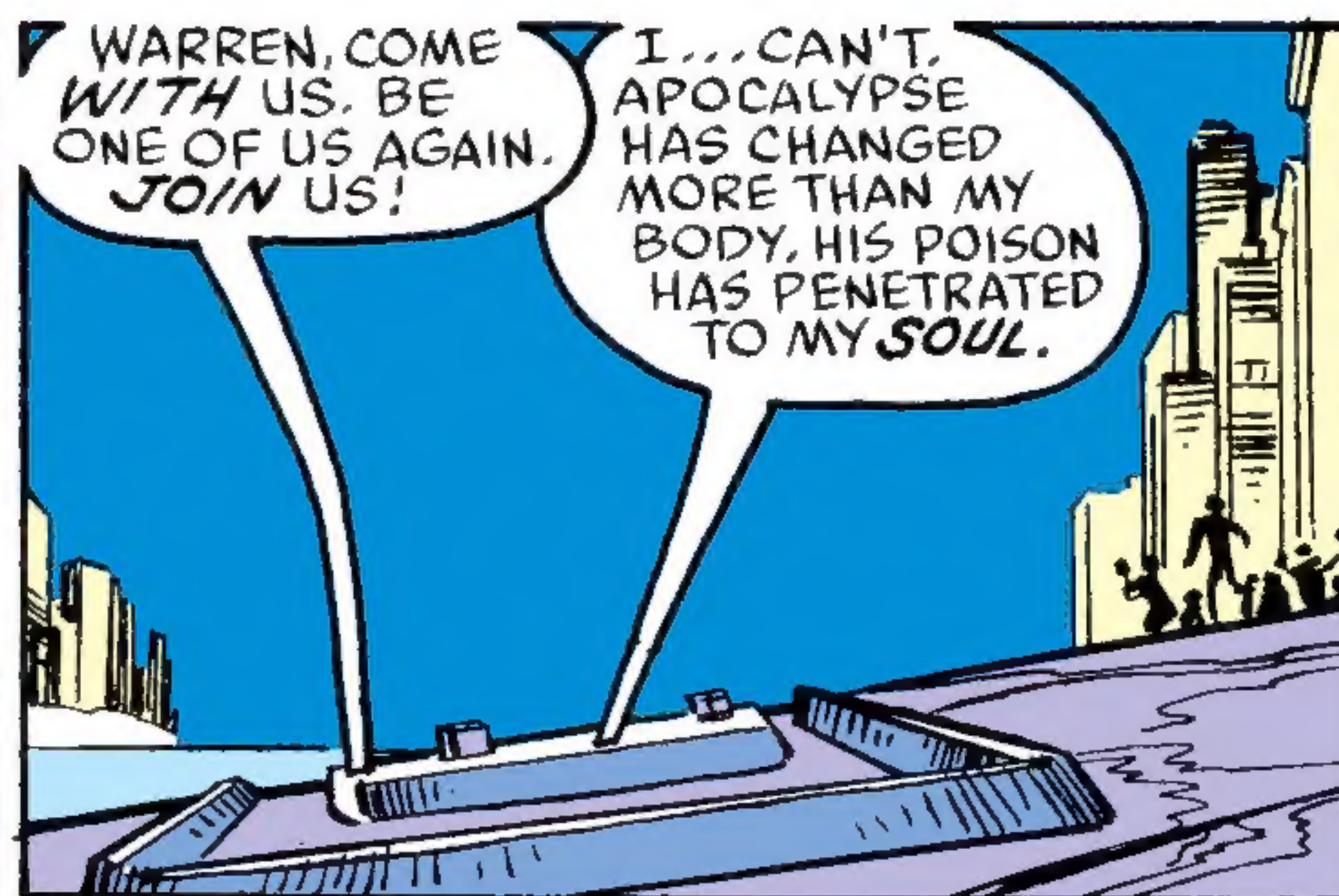
* DON'T BUY IT?
THEN BUY POWER
PACK #35! 'NUFF
SAID. BOB

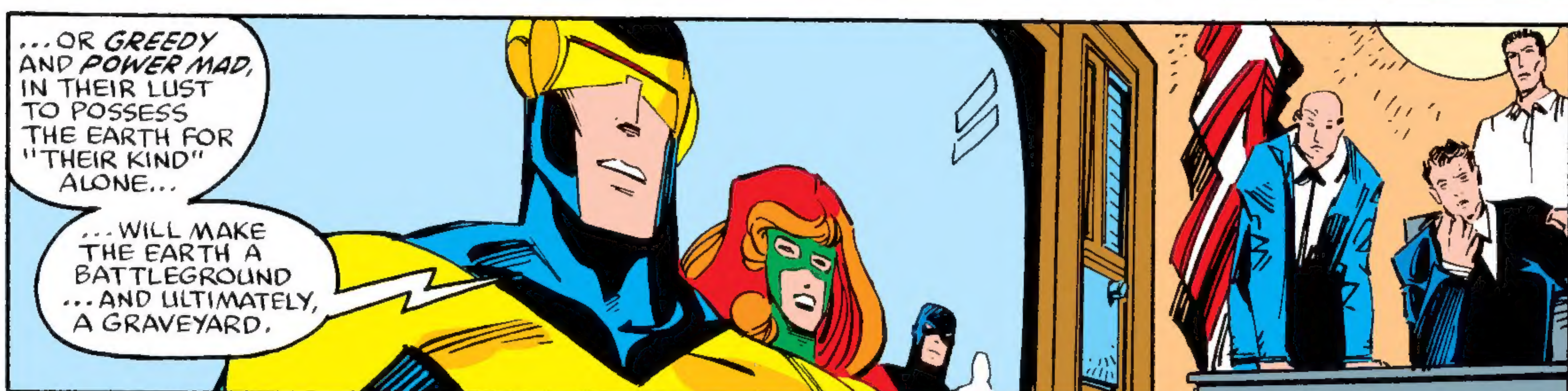
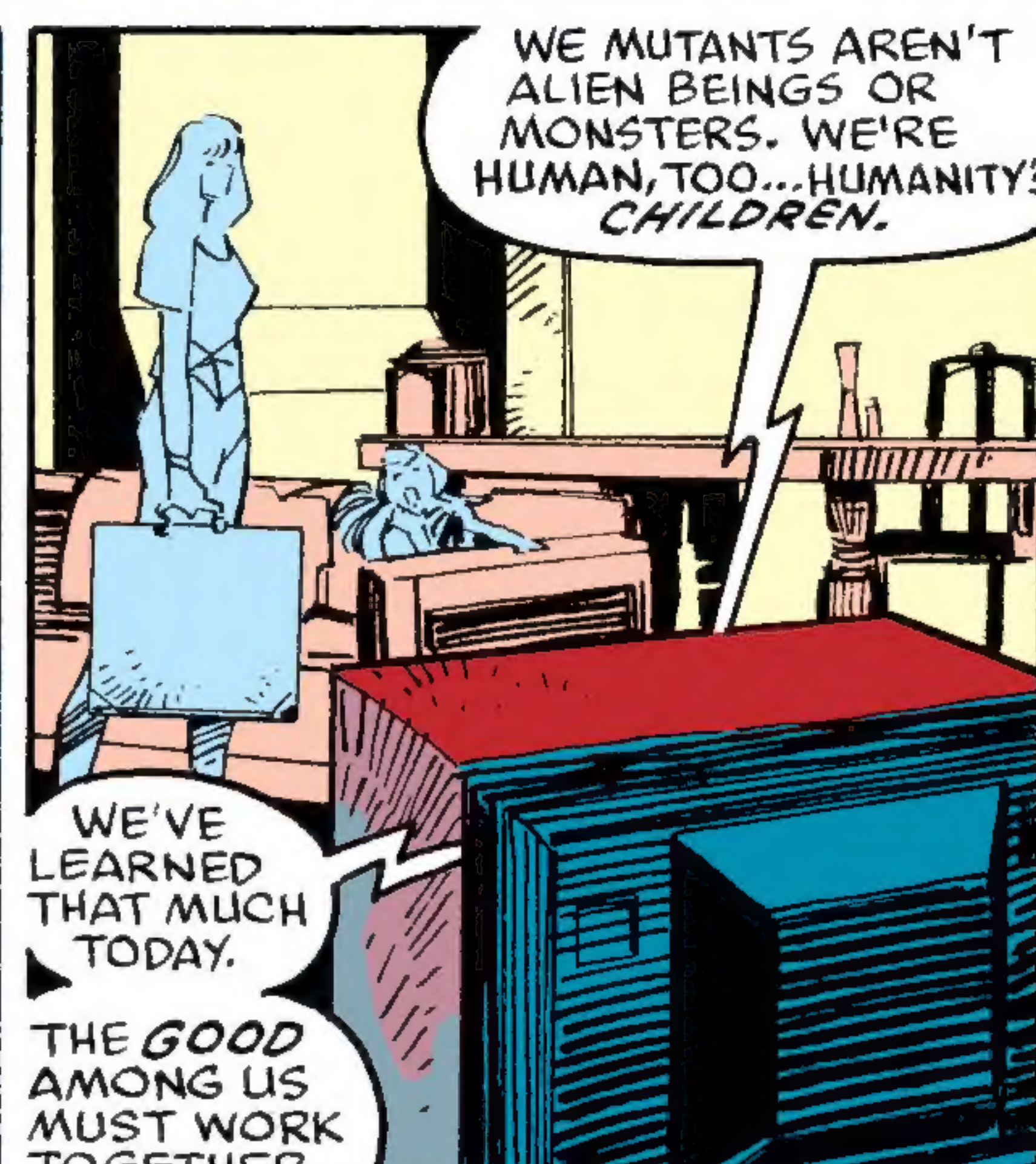


SPLASH!









NEXT ISSUE: CASUALTIES! THE CONCLUSION YOU'VE BEEN WAITING FOR! **X-FACTOR'S** TROUBLES ARE JUST BEGINNING!